

Historic, Archive Document

Do not assume content reflects current scientific knowledge, policies, or practices.

CUM 17491
1 AUG 56

(S)



United States
Department of
Agriculture

(c.2)

Agricultural
Cooperative
Service

Cooperative
Information Report
Number 30

State Incorporation Statutes for Farmer Cooperatives



State Incorporation Statutes for Farmer Cooperatives
James R. Baarda, Agricultural Cooperative Service,
U.S. Department of Agriculture, Cooperative Information Report 30
October 1982.

ABSTRACT

The statutory laws of all States and the District of Columbia were searched for statutes designed for cooperative incorporation. Statutes available for incorporation of farmer cooperatives were identified. At least one such cooperative incorporation statute was found for every State, and a total of 85 statutes were chosen for analysis in this report. A detailed and comprehensive set of more than 300 topics addressed by the various statutes was developed. This report is a comparative analysis of all 85 statutes for each of the 300 topics.

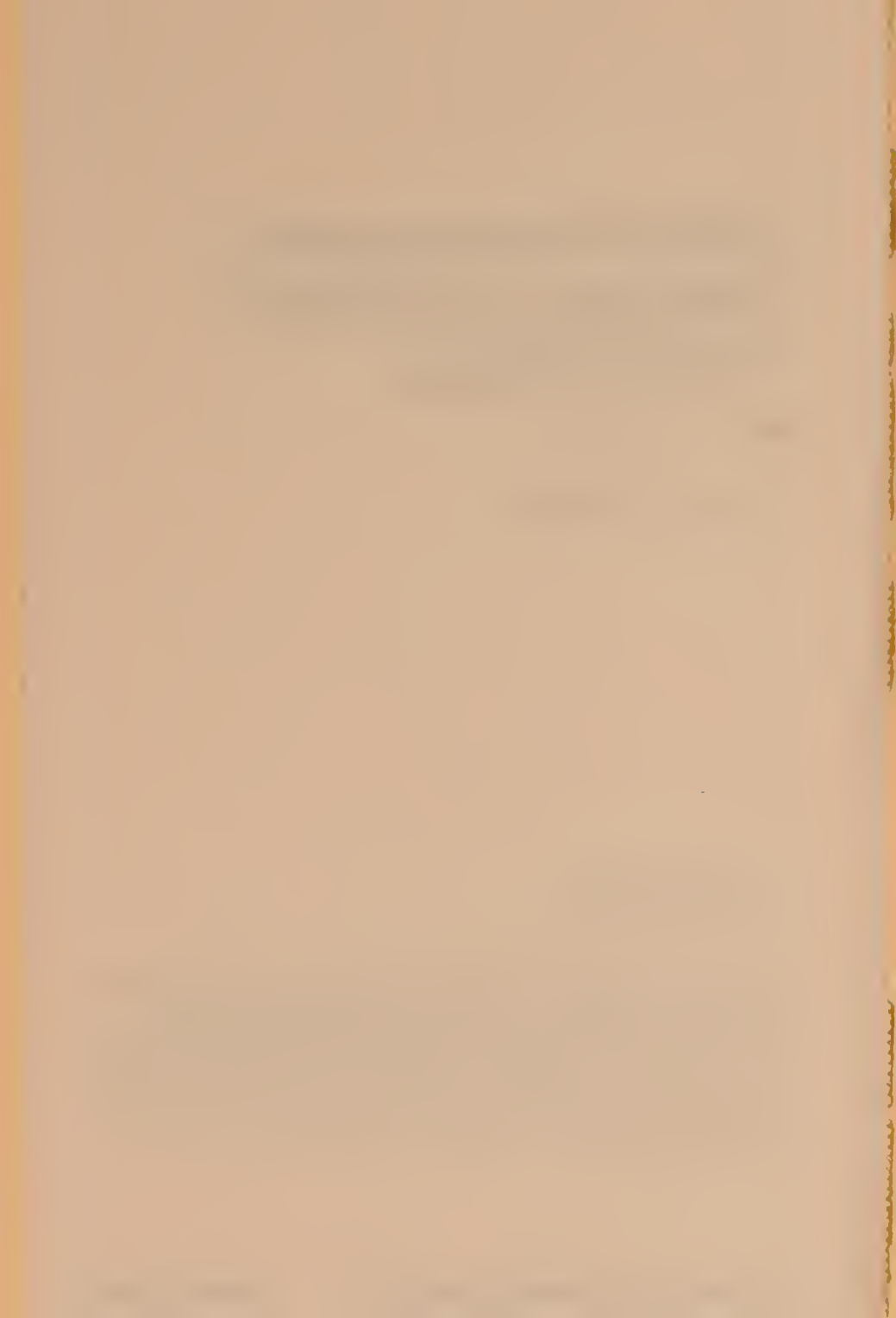
Keywords: Cooperative law, cooperative incorporation, incorporation statutes, State statutes, cooperative statutes

State Incorporation Statutes for Farmer Cooperatives

James R. Baarda

ACKNOWLEDGMENTS

My very special appreciation is extended to Dennis Paul Smith for his willing, untiring, and meticulous help with extremely tedious statutory and tabular checks, and for his helpful comments on text and organization. Without his assistance, this report would have been nearly impossible. Special thanks go to Beverly Rotan for accurately and rapidly designing and typing all tables in this report. Others whose efforts contributed greatly to this report are Robert Fells, Florence Thompson, Laurie Dorn, and Elizabeth Reeves. I extend my thanks to all involved.



CONTENTS

| | Page |
|---|------|
| HIGHLIGHTS | xii |
| CHAPTER 1 Statutes Analyzed, Corporate Law References, Using the Report | |
| 1.01 Organization of Topics | 1 |
| 1.02 Statutes Analyzed | 2 |
| 1.02.01 Criteria of Choice | 2 |
| 1.02.02 Statutes Identified | 3 |
| 1.03 Statutory Interpretation | 14 |
| 1.04 Reference to Corporation Law | 14 |
| 1.04.01 General Corporation Law | 14 |
| 1.04.02 Conflicting Laws | 14 |
| 1.04.03 Cooperative Conversion | 15 |
| 1.05 Conventions | 15 |
| CHAPTER 2 Declarations of Policy | |
| 2.01 Conditions in Agriculture | 17 |
| 2.02 General Purpose of Statute | 17 |
| 2.03 Specific Purpose of Statute | 18 |
| 2.04 Statutory Construction | 18 |
| 2.05 Other Statements | 18 |
| CHAPTER 3 General Nature of Cooperative Associations | |
| 3.01 Organizing Statute | 19 |
| 3.02 Method of Operation | 19 |
| 3.03 Deemed To Be Nonprofit | 20 |
| CHAPTER 4 Definitions | |
| 4.01 Agricultural Products | 21 |
| 4.02 Miscellaneous Terms | 22 |
| CHAPTER 5 Association Purposes | |
| 5.01 Agricultural Purposes | 24 |
| 5.01.01 Production | 24 |
| 5.01.02 Processing | 24 |
| 5.01.03 Byproducts | 25 |
| 5.01.04 Marketing | 25 |
| 5.01.05 Supply | 25 |
| 5.01.06 Financing | 26 |
| 5.01.07 Multiple Activities | 26 |
| 5.01.08 Business and Educational Services | 27 |
| 5.02 General Purposes | 27 |
| CHAPTER 6 Association Powers | |
| 6.01 Functional Powers | 29 |
| 6.01.01 Market and Sell | 30 |

| | | Page |
|-------------------------------------|---|------|
| | 6.01.02 Process | 30 |
| | 6.01.03 Handle Byproducts | 30 |
| | 6.01.04 Purchase for Members | 30 |
| | 6.01.05 Manufacture for Members | 30 |
| | 6.01.06 Financing Operations | 30 |
| 6.02 | Specific Operating Powers | 30 |
| | 6.02.01 Property Ownership | 31 |
| | 6.02.02 Patents, Trademarks, Copyrights | 31 |
| | 6.02.03 Contract Generally | 31 |
| | 6.02.04 Adopt Corporate Seal | 31 |
| | 6.02.05 Sue and Be Sued | 32 |
| | 6.02.06 Lend Money | 32 |
| | 6.02.07 Invest Funds | 32 |
| | 6.02.08 Warehouse Receipts | 32 |
| | 6.02.09 Miscellaneous | 32 |
| 6.03 | General Operating Powers | 32 |
| | 6.03.01 Necessary and Proper | 32 |
| | 6.03.02 Corporate Powers | 33 |
| CHAPTER 7 Association Formation | | |
| 7.01 | Incorporators | 34 |
| | 7.01.01 General Nature of Incorporators | 34 |
| | 7.01.02 Agricultural Producers | 35 |
| | 7.01.03 Number of Incorporators | 35 |
| 7.02 | Promotion Expenses | 35 |
| 7.03 | Association Name | 36 |
| 7.04 | Prerequisites | 36 |
| 7.05 | Term of Existence | 36 |
| CHAPTER 8 Articles of Incorporation | | |
| 8.01 | Purposes and Requirements | 37 |
| 8.02 | Preparation and Filing | 37 |
| | 8.02.01 Signatures and Acknowledgment | 37 |
| | 8.02.02 Filing | 38 |
| | 8.02.03 Effect of Filing | 38 |
| 8.03 | Contents | 38 |
| | 8.03.01 Association Name | 38 |
| | 8.03.02 Purposes | 38 |
| | 8.03.03 Place of Business | 39 |
| | 8.03.04 Term of Existence | 39 |
| | 8.03.05 Incorporators, Subscribers | 39 |
| | 8.03.06 Initial Directors | 40 |
| | 8.03.07 Number of Directors | 40 |
| | 8.03.08 Term of Directors | 40 |
| | 8.03.09 Member Property Rights | 40 |
| | 8.03.10 Amount of Capital Stock | 41 |
| | 8.03.11 Number of Shares | 41 |
| | 8.03.12 Par Value | 41 |

| | | Page |
|------|--|------|
| | 8.03.13 Description of Preferred Stock | 41 |
| | 8.03.14 Special Stock Provisions | 42 |
| | 8.03.15 Special Membership Provisions | 42 |
| | 8.03.16 Registered Agent | 43 |
| | 8.03.17 Miscellaneous Provisions | 43 |
| | 8.03.18 Other Provisions | 44 |
| 8.04 | Amendment | 45 |
| | 8.04.01 Generally | 45 |
| | 8.04.02 Initiation. | 45 |
| | 8.04.03 Membership Meeting | 45 |
| | 8.04.04 Notice and Quorum Requirements. | 46 |
| | 8.04.05 Membership Approval | 46 |
| | 8.04.06 Special Member Voting | 47 |
| | 8.04.07 Nonmember Voting | 48 |
| | 8.04.08 Special Rules | 48 |
| | 8.04.09 Execution and Filing | 49 |

CHAPTER 9 Bylaws

| | | |
|------|--|----|
| 9.01 | Requirement | 50 |
| 9.02 | Adoption Approval | 51 |
| 9.03 | Time of Adoption | 52 |
| 9.04 | Filing | 52 |
| 9.05 | Bylaw Purposes | 52 |
| 9.06 | Contents | 53 |
| | 9.06.01 Entrance, Organization, Membership Fee . . . | 53 |
| | 9.06.02 Member Admission Conditions | 54 |
| | 9.06.03 Regular or Service Charges | 54 |
| | 9.06.04 Property Rights or Interests | 54 |
| | 9.06.05 Cessation of Membership. | 55 |
| | 9.06.06 Suspension of Membership | 55 |
| | 9.06.07 Member Interests at Termination. | 55 |
| | 9.06.08 Appraisal of Interest | 56 |
| | 9.06.09 Member Meetings Generally | 56 |
| | 9.06.10 Annual Meeting Requirement | 56 |
| | 9.06.11 Quorum | 56 |
| | 9.06.12 Proxy and Mail Voting | 57 |
| | 9.06.13 Director Election by District | 57 |
| | 9.06.14 Public Directors | 58 |
| | 9.06.15 Qualifications, Duties of Directors. | 58 |
| | 9.06.16 Directors' Term of Office | 58 |
| | 9.06.17 Directors' Quorum. | 59 |
| | 9.06.18 Board Committees. | 59 |
| | 9.06.19 Qualifications, Duties of Officers | 59 |
| | 9.06.20 Charge for Services. | 59 |
| | 9.06.21 Marketing Contract | 59 |
| | 9.06.22 Liquidated Damages | 60 |
| | 9.06.23 Net Margins Distribution | 60 |
| | 9.06.24 Investment of Reserves | 60 |

| | | |
|---------|---|----|
| 9.06.25 | Stock Ownership Limits | 60 |
| 9.06.26 | Stock, Membership Transfer Restrictions . . . | 61 |
| 9.06.27 | Dividends on Stock | 61 |
| 9.06.28 | Other Provisions | 61 |
| 9.06.29 | Violation of Bylaws | 61 |
| 9.07 | Amendment of Bylaws | 62 |

CHAPTER 10 Membership

| | | |
|----------|-------------------------------------|----|
| 10.01 | Member Defined | 63 |
| 10.02 | Fostering Membership | 63 |
| 10.03 | Qualifications | 63 |
| 10.03.01 | Bylaws | 64 |
| 10.03.02 | General Organization | 64 |
| 10.03.03 | Person | 65 |
| 10.03.04 | Landlord and Tenant | 65 |
| 10.03.05 | Producer | 65 |
| 10.03.06 | Other Provisions | 65 |
| 10.04 | Membership Fee Statement | 66 |
| 10.05 | Documents | 66 |
| 10.05.01 | Membership Certificates | 66 |
| 10.05.02 | Stock Certificates | 66 |
| 10.06 | Member Rights | 67 |
| 10.06.01 | Treatment on Admission | 67 |
| 10.06.02 | Contributions of Members | 68 |
| 10.06.03 | Limits on Liability | 68 |
| 10.07 | Other Associations | 68 |
| 10.08 | Membership Transfer | 69 |
| 10.08.01 | Articles of Incorporation | 69 |
| 10.08.02 | Bylaws | 69 |
| 10.08.03 | Nonstock Associations | 69 |
| 10.08.04 | Common Stock | 69 |
| 10.09 | Termination of Membership | 70 |
| 10.09.01 | Cessation | 70 |
| 10.09.02 | Suspension, Expulsion | 70 |
| 10.09.03 | Member Rights | 71 |
| 10.09.04 | Valuation in Bylaws | 71 |
| 10.09.05 | Valuation | 71 |
| 10.09.06 | Requirement to Pay | 72 |

CHAPTER 11 Association Control

| | | |
|-------|--|----|
| 11.01 | Voting Power of Individual Members | 73 |
| 11.02 | Federated Association Voting | 74 |
| 11.03 | Vote by Proxy | 74 |
| 11.04 | Vote by Mail | 75 |
| 11.05 | Other than Natural Persons | 75 |
| 11.06 | Lien on Stock | 75 |
| 11.07 | Cumulative Voting | 75 |
| 11.08 | Special Voting Rules | 76 |

| | Page |
|--|------|
| 11.08.01 Nonmember, Member Classes | 76 |
| 11.08.02 Preferred Stock | 76 |
| 11.08.03 Subscribers | 76 |
| 11.08.04 Other | 77 |
| 11.09 Membership Roles | 77 |
| 11.10 Member Meetings | 77 |
| 11.10.01 Bylaw Provisions | 78 |
| 11.10.02 Requirement | 78 |
| 11.10.03 Special Meetings | 78 |
| 11.10.04 Calling Special Meeting | 78 |
| 11.10.05 Notice | 79 |
| 11.10.06 Quorum | 80 |
| 11.10.07 Failure to Hold | 80 |
| 11.11 Referendum | 80 |
| 11.12 Books and Records | 81 |
| 11.12.01 Requirement | 81 |
| 11.12.02 Audit | 81 |
| 11.12.03 Inspection, Distribution | 81 |
| CHAPTER 12 Directors | |
| 12.01 Number | 82 |
| 12.02 Term of Office | 82 |
| 12.03 Qualifications | 82 |
| 12.04 Selection | 83 |
| 12.04.01 Methods of Selection | 83 |
| 12.04.02 Districts | 83 |
| 12.04.03 Delegates | 84 |
| 12.04.04 Public Directors | 84 |
| 12.04.05 Vacancy | 84 |
| 12.05 Removal | 85 |
| 12.05.01 Charges and Reasons | 85 |
| 12.05.02 Meeting | 86 |
| 12.05.03 Hearing | 86 |
| 12.05.04 Vote by Members | 86 |
| 12.05.05 Districts | 87 |
| 12.05.06 Replacement | 87 |
| 12.06 Board Operation | 87 |
| 12.06.01 Compensation | 87 |
| 12.06.02 Meetings | 88 |
| 12.06.03 Committees | 88 |
| 12.07 Responsibilities and Liabilities | 88 |
| 12.07.01 Powers | 88 |
| 12.07.02 Conflict of Interest | 89 |
| 12.07.03 Liability | 89 |
| 12.07.04 Indemnification | 90 |
| CHAPTER 13 Officers | |
| 13.01 Offices Filled | 91 |

| | Page |
|--|------|
| 13.02 Combined Offices | 91 |
| 13.03 Qualifications | 91 |
| 13.03.01 Directors | 92 |
| 13.03.02 Treasurer | 92 |
| 13.03.03 Bonding | 92 |
| 13.04 Selection | 92 |
| 13.05 Removal | 92 |
| 13.05.01 Board Action | 93 |
| 13.05.02 Charges and Reasons | 93 |
| 13.05.03 Meeting | 93 |
| 13.05.04 Hearing | 93 |
| 13.05.05 Vote | 93 |
| 13.05.06 Replacement | 94 |
| 13.06 Compensation | 94 |
| 13.07 Responsibilities and Liabilities | 94 |

CHAPTER 14 The Patronage Relationship

| | |
|---|-----|
| 14.01 Cooperative as Agent | 95 |
| 14.02 Nonmember Business | 95 |
| 14.02.01 Power | 95 |
| 14.02.02 Proportion | 96 |
| 14.02.03 Measurement | 96 |
| 14.03 Patronage Refunds | 96 |
| 14.03.01 Terminology | 96 |
| 14.03.02 Bylaws | 97 |
| 14.03.03 Requirement Generally | 97 |
| 14.03.04 Amount Available | 97 |
| 14.03.05 Expenses | 97 |
| 14.03.06 Dividends on Stock | 97 |
| 14.03.07 Reserves | 98 |
| 14.03.08 Educational Purposes | 98 |
| 14.03.09 Other Rules | 98 |
| 14.03.10 Apportionment | 98 |
| 14.03.11 Nonmembers | 99 |
| 14.03.12 Distribution Form | 99 |
| 14.03.13 Unclaimed Distribution | 99 |
| 14.04 Marketing Contract | 100 |
| 14.04.01 Bylaws | 100 |
| 14.04.02 Requirement | 100 |
| 14.04.03 Exclusive Rights | 100 |
| 14.04.04 Sale or Resale | 100 |
| 14.04.05 Title to Product | 100 |
| 14.04.06 Title Passage | 101 |
| 14.04.07 Presumptions | 101 |
| 14.04.08 Payment | 101 |
| 14.04.09 Term | 101 |
| 14.04.10 Filing | 102 |
| 14.04.11 Effect of Filing | 102 |

| | Page |
|---|------|
| 14.04.12 Liquidated Damages | 102 |
| 14.04.13 Costs of Breach | 103 |
| 14.04.14 Injunction | 103 |
| 14.04.15 Specific Performance | 103 |
| 14.04.16 Supplemental Remedies | 103 |
| 14.04.17 Interference with Contract | 103 |
| 14.04.18 False Information | 104 |
| 14.04.19 Special Rules | 104 |
| 14.05 Pooling | 105 |
| 14.06 Product Exemption Rules | 105 |

CHAPTER 15 Association Finance

| | |
|--|-----|
| 15.01 Nonstock Associations | 106 |
| 15.02 Membership Fee | 106 |
| 15.03 Stock Associations | 106 |
| 15.03.01 Authorization | 107 |
| 15.03.02 Amount of Stock | 107 |
| 15.04 Membership Stock | 107 |
| 15.04.01 Subscription | 107 |
| 15.04.02 Payment from Refunds | 108 |
| 15.04.03 Form of Payment | 108 |
| 15.04.04 Issuance | 108 |
| 15.04.05 Lien on Stock | 108 |
| 15.04.06 Limits on Ownership | 108 |
| 15.04.07 Limits on Transfer | 109 |
| 15.05 Preferred Stock | 109 |
| 15.05.01 Specific Reference | 109 |
| 15.05.02 Preferences | 109 |
| 15.05.03 Modifying Rights | 109 |
| 15.05.04 Limits on Transfer | 110 |
| 15.06 Shares of Stock | 110 |
| 15.06.01 Number of Shares | 110 |
| 15.06.02 Value Per Share | 110 |
| 15.06.03 Par Value | 111 |
| 15.06.04 Common Stock Certificate | 111 |
| 15.06.05 Preferred Stock Certificate | 111 |
| 15.06.06 Use as Payment | 111 |
| 15.07 Patronage Based Contributions | 112 |
| 15.07.01 Periodic Contributions | 112 |
| 15.07.02 Noncash Refunds | 112 |
| 15.08 Limits on Dividends | 112 |
| 15.08.01 Common Stock | 112 |
| 15.08.02 Preferred Stock | 113 |
| 15.09 Changes in Capital Stock | 113 |
| 15.10 Reserves | 113 |
| 15.10.01 Authorization | 114 |
| 15.10.02 Required Reserves | 114 |
| 15.10.03 Sources of Funds | 114 |

| | Page |
|--|------|
| 15.10.04 Amounts | 114 |
| 15.10.05 Investment | 115 |
| 15.10.06 Special Funds | 115 |
| 15.11 Revolving Funds | 115 |
| 15.12 Borrowed Funds | 115 |
| 15.12.01 Power to Borrow | 115 |
| 15.12.02 Power to Mortgage | 116 |
| 15.13 Advances to Members | 116 |
| 15.14 Stock Acquisition | 116 |
| 15.14.01 Cooperative Associations | 116 |
| 15.14.02 Other Corporations | 116 |
| 15.14.03 Banks for Cooperatives | 117 |
| 15.15 Stock Redemption | 117 |
| 15.15.01 Common Stock Repurchase | 117 |
| 15.15.02 Common Stock Repurchase Limitations | 117 |
| 15.15.03 Preferred Stock Repurchase | 118 |
| 15.15.04 Preemptive Rights | 118 |

CHAPTER 16 Merger, Consolidation, Subsidiaries

| | |
|---|-----|
| 16.01 Specific Reference | 119 |
| 16.02 Procedures | 119 |
| 16.03 Contents of Plan | 119 |
| 16.04 Approval | 119 |
| 16.05 Abandonment of Plan | 120 |
| 16.06 Articles of Merger | 120 |
| 16.07 Filing | 120 |
| 16.08 Result of Merger or Consolidation | 120 |
| 16.09 Rights of Dissenting Member | 120 |
| 16.10 Subsidiary Formation | 120 |

CHAPTER 17 Dissolution

| | |
|---|-----|
| 17.01 Disposition of All Assets | 122 |
| 17.01.01 Authorization | 122 |
| 17.01.02 Approval | 122 |
| 17.01.03 Consideration | 123 |
| 17.01.04 Abandonment | 123 |
| 17.02 Corporate Dissolution | 123 |
| 17.02.01 Voluntary | 123 |
| 17.02.02 Involuntary | 123 |
| 17.02.03 Initiation | 123 |
| 17.02.04 Approval | 123 |
| 17.02.05 Procedures | 124 |
| 17.03 Distribution of Assets | 124 |
| 17.03.01 Priority of Distribution | 124 |
| 17.03.02 Apportionment | 124 |

CHAPTER 18 Regulation and Special Provisions

| | | |
|----------|--|-----|
| 18.01 | Supervision. | 125 |
| 18.02 | Annual Reports. | 125 |
| 18.02.01 | Requirement. | 125 |
| 18.02.02 | Contents | 125 |
| 18.02.03 | Failure to File | 126 |
| 18.03 | Proceedings Against Association. | 126 |
| 18.03.01 | Legal Existence. | 126 |
| 18.03.02 | Exceeding Powers. | 126 |
| 18.03.03 | Derivative Suits | 126 |
| 18.04 | Interstate Business | 126 |
| 18.04.01 | Power Granted | 127 |
| 18.04.02 | Foreign Associations | 127 |
| 18.04.03 | Registered Agent | 127 |
| 18.05 | State Assistance. | 127 |
| 18.06 | Antitrust | 127 |
| 18.06.01 | Statement of Rules | 128 |
| 18.06.02 | Interassociation Agreements. | 128 |
| 18.07 | Product Exemption | 128 |

HIGHLIGHTS

Most cooperative associations in the United States are incorporated. Incorporation of most businesses, whether cooperative or noncooperative corporations, is a matter of State statutory law. Statutes describe incorporation requirements and many aspects of the structure and operation of the incorporated cooperative.

Every State has at least one statute farmers may use to form a cooperative. Most have more than one. Eighty-five statutes were analyzed and compared. Also included in the analysis is the "Standard Act" drafted primarily by Aaron Sapiro and adopted by a majority of States in the early 1920's. It provides the basis for about half the statutes.

State cooperative incorporation statutes vary widely, both in what topics are covered by each statute and in specific requirements by topic. Some statutes are detailed, while others give only summary descriptions of organizational and structural requirements of cooperative associations to which the statute applies.

Many statutes apply business corporation law if not in conflict with the cooperative incorporation statute. Many statutes say the cooperative association is "deemed" nonprofit because its purpose is not to make a profit for itself nor for its members as shareholders, but only for its members as farmer producers.

About half of the 85 statutes analyzed are restricted to use by farmers only. Remaining statutes are more general, available to farmers and nonfarmers alike who wish to organize a cooperative business association.

Incorporation statutes give organizations power to conduct business. In cooperative incorporation statutes, powers may be either specific or general. Powers to market, process, handle byproducts, purchase, and manufacture are commonly specified in the statutes. More general powers, such as all powers necessary and proper to conduct business, or powers granted generally to all business corporations, are commonly granted in cooperative incorporation statutes.

Statutes usually describe the association formation process, including number of incorporators required, association name, expenses, and how long the association may exist. Articles and bylaws are described in some detail by most statutes. Most require listed contents for articles of incorporation and permit, but do not require listed contents for bylaws.

Qualification for membership is described in most statutes, the most common that members be farmers. Documents of membership such as membership or stock certificates may be described. Many statutes say what rights members have when they join the association. Statutes may restrict membership transfer.

Members' control of their cooperative is described by most statutes. Topics include: voting power of individual members (one-member, one-vote, patronage based voting, or other), and books and records available to members. Regular meetings are typically required, and many incorporation statutes give members the right to call a special membership meeting when certain conditions are met.

Incorporation statutes usually give the number of directors required, their qualifications, and the method by which they are selected. Procedures for director removal are common in statutes. Director compensation, board meetings, and board committees are often described. Offices to be filled are specified by most statutes, and officer removal may be described.

Incorporation statutes frequently describe the patronage relationship between user and cooperative. Many statutes limit business done with nonmembers to half the association's total business. Patronage refunds are also described, and detailed information on marketing contracts is common in incorporation statutes.

Financial structure and operation of cooperative associations are addressed by a majority of statutes, though the detail with which financial subjects are described varies widely. Some statutes apply only to nonstock associations, but most apply to cooperatives with or without capital stock. Subscription, payment, limits on ownership, and limits on transfer of membership stock are common statutory provisions. Preferred stock is noted in a majority of statutes. Other aspects of capital structure noted in many statutes are: Number of shares and their value, limits on capital stock dividends, reserves, and stock redemption.

Merger, consolidation, subsidiaries, and cooperative association dissolution are described by some statutes. Detail and procedures described vary. Disposition of all assets many require special member approval, as is the case for merger, consolidation, and dissolution.

Cooperative incorporation statutes may contain regulatory provisions, the most common being annual report filing requirements. Special State antitrust rules for farmer cooperatives are frequently found in cooperative incorporation statutes.

CHAPTER 1: STATUTES ANALYZED, CORPORATE LAW REFERENCES, USING THE REPORT

Purposes of this report are (1) to identify the basic State statutes under which farmers may form cooperative associations and (2) to compare provisions of the identified statutes on a topic by topic basis.

The magnitude of the project dictates a compact reporting system for the results. Chapter 1 contains information to be used as reference material in following chapters, information not repeated for each topic. For example, the list of statutes in subsection 1.02.02 permits shortened references to statutory section or article numbers in all following text and tables. The section or article number from a table may be combined with the statutes list to obtain a complete statute citation.

A numerical system is used to identify topics of analysis, a common practice in legal reference works. Section 1.01 describes topic organization for the report's contents.

Section 1.02 describes criteria used to choose statutes for analysis, and lists complete statute citations for later reference. The subsequent section defines limitations on statutory interpretation.

Statutory references to general corporation law are shown in section 1.04.

Conventions in methodology and reference used throughout the report are described in section 1.05, also to be used for reference in the remainder of the report.

1.01 Organization of Topics

All statutes are analyzed by topic. Topics are not necessarily identified by statutes themselves as separate subjects. Topics are developed independently for clarity, detail, and thoroughness. The list of topics is comprehensive, in that all provisions of all statutes analyzed are included, with a few minor exceptions usually related to local law only or that are not instructive for statutory comparison purposes.

Similarly, organization of topics is not compelled by any particular statutory design. Organization generally follows a logical progression of inquiry made by someone interested in the statutes as a description of the cooperative business enterprise.

Chapter 1 gives basic information about using the report, including a description of organization, topics, and conventions used to report research results. Analyzed statutes are identified, and complete

citations are listed that may be combined with references given throughout the report to locate specifically the statutory provision of interest. Relationships between cooperative incorporation statutes and noncooperative business law are noted.

Chapters 2, 3, and 4 contain topics that help define the kinds of associations that may be formed under statutes analyzed. Chapter 2 notes statutory declarations of public policy upon which cooperative corporation statutes are based. Chapters 3 and 4 describe statutory definitions of cooperatives and other definitions, respectively.

Chapters 5 and 6 address the purposes and powers, respectively, of associations formed under the statutes.

Chapter 7 includes topics of interest in the association formation process. Chapters 8 and 9 summarize descriptions and requirements of major documents used to form and regulate the association—articles of incorporation and bylaws, respectively.

Topics concerning membership are contained in chapter 10. Control of the association by members is the subject of chapter 11, followed by chapters 12 and 13 dealing with directors and officers, respectively, as elements of control and operation.

Topics on the relation of patron to cooperative association are contained in chapter 14, and statutory provisions on cooperative finance are discussed in chapter 15.

Fundamental changes in association structure are described in many statutes. Chapter 16 summarizes topics on cooperative merger, consolidation, and subsidiaries. Chapter 17 discusses dissolution of a cooperative association.

Finally, chapter 18 addresses topics on a variety of subjects relating to regulatory matters, association legal actions, and antitrust law provisions.

1.02 Statutes Analyzed

Statutes analyzed were chosen according to criteria established at the beginning of the project. Codified laws of all States and the District of Columbia were searched for provisions meeting established criteria.

1.02.01 *Criteria of Choice*

One purpose of the report is to identify basic statutes designed for incorporation of a farmer cooperative association. However, the final selection does not include all statutes that may be actually used by associations, and includes some that may not be available under most circumstances.

General business corporation statutes are occasionally used for incorporation of farmer cooperatives, as are some nonprofit association laws. Those statutes are not included in the study because they are not specifically designed for cooperative business enterprises.

On the other hand, some statutes selected for analysis are of historical interest only or are of very limited practical use. Included in those of historical interest is the statute referred to as the Standard Act. Its influence on a great majority of existing farmer cooperative statutes mandates analysis along with contemporary statutes. The District of Columbia statute is a consumer cooperative statute but is included as a benchmark for comparison.

1.02.02 Statutes Identified

In total, 86 statutes were selected for analysis, including the Standard Act and the District of Columbia Act. In a few States, cooperative provisions are structured so identification of separate statutes is difficult; one, two, or three statutes may be involved in one cluster of cooperative principles.

The following list shows all statutes analyzed by State. The number in parenthesis after the State name is the number of statutes selected for analysis in that State. The number in brackets preceding each statutory reference is the identification number assigned to that State's statute throughout the report.

Alabama (3)

Code of Alabama

Title 2. Chapter 10. Cooperatives and Associations

- [1] Article 2. Marketing Associations Generally**
ss 2-10-20 to 2-10-35
- [2] Article 3. Incorporated Marketing Association**
ss 2-10-50 to 2-10-74
- [3] Article 4. Mutual Farming or Trucking Associations**
ss 2-10-90 to 2-10-108

Alaska (1)

Alaska Statutes

Title 10. Corporations and Associations

- Chapter 15. Alaska Cooperative Corporation Act**
ss 10.15.005 to 10.15.600

Arizona (1)

Arizona Revised Statutes Annotated

Title 10. Corporations and Associations

Chapter 2. Corporations and Associations Not for Profit

Article 1. Cooperative Marketing Associations

ss 10-701 to 10-724

Arkansas (3)

Arkansas Statutes Annotated

Title 64. Corporations and Associations

[1] Chapter 15. Cooperative Associations

ss 64-1501 to 64-1525

Title 77. Agriculture and Horticulture

[2] Chapter 9. Cooperative Marketing Associations

ss 77-901 to 77-928

[3] Chapter 10. Agricultural Cooperative Associations

ss 77-1001 to 77-1027

California (2)

California Food and Agricultural Code

Division 20. Processors, Storer, Dealers, and Distributors of Agricultural Products

[1] Chapter 1. Nonprofit Cooperative Associations

ss 54001 to 54294

California Corporations Code

Title 1. Corporations

Division 3. Corporations for Specific Purpose

[2] Part 2. Cooperative Corporations

ss 12200 to 12956

Colorado (3)

Colorado Revised Statutes

Title 7. Corporations and Associations

[1] Article 55. Cooperatives - General

ss 7-55-101 to 7-55-121

[2] Article 56. Cooperative Marketing Associations

ss 7-56-101 to 7-56-133

[3] Article 57. Agricultural and Livestock Associations

ss 7-57-101 to 7-57-106

Connecticut (2)

Connecticut General Statutes Annotated

Title 33. Corporations

- [1] Chapter 595. Cooperative Associations
ss 33-183 to 33-193
- [2] Chapter 596. Cooperative Marketing Corporations
ss 33-194 to 33-217

Delaware (1)

Delaware Code Annotated

Title 3. Agriculture

- Part VII. Cooperative Agricultural Associations or Corporations
 - Chapter 85. Corporation Law for Cooperative Agricultural Associations
ss 8501 to 8562

District of Columbia (1)

District of Columbia Code Encyclopedia

Title 29. Corporations

- Chapter 8. Cooperative Associations
ss 29-801 to 29-847

Florida (2)

Florida Statutes Annotated

Title 34. Corporations and Business Trusts

- [1] Chapter 618. Agricultural Cooperative Marketing Associations
ss 618.01 to 618.28
- [2] Chapter 619. Nonprofit Cooperative Associations
ss 619.01 to 619.09

Georgia (1)

Code of Georgia Annotated

Title 65. Marketing Associations

- Chapter 65-2. Nonprofit Cooperative Associations
ss 65-201 to 65-231

Hawaii (1)

Hawaii Revised Statutes

Title 23. Corporations and Partnerships

- Chapter 421. Agricultural Cooperative Associations
ss 421-1 to 421-27

Idaho (1)

Idaho Code

Title 22. Agriculture and Horticulture

Chapter 26. Cooperative Marketing Associations

ss 22-2601 to 22-2628

Illinois (2)

Smith-Hurd Illinois Annotated Statutes

Chapter 32. Corporations

[1] Cooperative Act

ss 305 to 331

[2] Agricultural Cooperative Act

ss 440 to 472

Indiana (1)

Burns Indiana Statutes Annotated

Title 15. Agriculture and Animals

Article 7. Miscellaneous

Chapter 1. Indiana Agricultural Cooperative Act

ss 15-7-1-1 to 15-7-1-33

Iowa (3)

Iowa Code Annotated

Title 19. Corporations

[1] Chapter 497. Cooperative Associations

ss 497.1 to 497.32

[2] Chapter 498. Nonprofit-sharing Cooperative Associations

ss 498.1 to 498.34

[3] Chapter 499. Cooperative Associations (Organized after July 4, 1935)

ss 499.1 to 499.84

Kansas (2)

Kansas Statutes

Chapter 17. Corporations

[1] Article 15. Cooperative Societies

ss 17-1501 to 17-1519

[2] Article 16. Cooperative Marketing

ss 17-1601 to 17-1636

Kentucky (2)

Kentucky Revised Statutes

Title 23. Private Corporations and Associations

Chapter 272. Cooperative Corporations and Marketing Associations

[1] Cooperative Corporations Generally

ss 272.020 to 272.050

[2] Agricultural Cooperative Associations

ss 272.101 to 272.345

Louisiana (2)

West's Louisiana Revised Statutes Annotated

Title 3. Agriculture and Animals

Chapter 2. Cooperative Associations

[1] Part 1. Agricultural Cooperative Associations

ss 71 to 88

[2] Part 11. Cooperative Marketing Associations

ss 121 to 149

Maine (1)

Maine Revised Statutes

Title 13. Noncapital Stock Corporations

Chapter 85. Cooperatives

Subchapter 11. Agricultural Marketing and Bargaining

Articles 1 to 5. Uniform Agricultural Cooperative Association Act

ss 1771 to 1952

Maryland (1)

Annotated Code of Maryland

Corporations and Associations

Title 5. Special Types of Corporations

Subtitle 5. Cooperatives

ss 5-501 to 5-532

Massachusetts (3)

Annotated Laws of Massachusetts

Chapter 157. Cooperative Corporations

[1] Cooperative Business Corporations

ss 1, 2

[2] Cooperative Agricultural, Dairy or Mercantile Associations

ss 3 to 9

[3] Agricultural and Other Cooperative Corporations Without Capital Stock

ss 10 to 18

Michigan (1)

Michigan Statutes Annotated

Title 21. Corporations

Part 1. General Provisions

Chapter 195. General Corporations Act

ss 21.99 to 21.110

Minnesota (2)

Minnesota Statutes Annotated

Chapter 308. Cooperative Associations

[1] ss 308.01 to 308.18

[2] Cooperative Marketing Act

ss 308.51 to 308.92

Mississippi (2)

Mississippi Code Annotated

Title 79. Corporations, Associations, and Partnerships

[1] Chapter 17. Agricultural Associations; Conversion to
Corporate Form

ss 79-17-1 to 79-17-41

[2] Chapter 19. Agricultural Cooperative Marketing Associations

ss 79-19-1 to 79-19-63

Missouri (2)

Vernon's Annotated Missouri Statutes

Title 17. Agriculture and Animals

[1] Chapter 274. Cooperative Marketing Associations

ss 274.010 to 274.300

Title 23. Corporations, Associations and Partnerships

[2] Chapter 357. Cooperative Companies

ss 357.010 to 357.190

Montana (3)

Montana Code Annotated

Title 35. Corporations, Partnerships, and Associations

[1] Chapter 15. Cooperative Associations

ss 35-15-101 to 35-15-507

[2] Chapter 16. Agricultural Associations

ss 35-16-101 to 35-16-406

[3] Chapter 17. Cooperative Agricultural Marketing

ss 35-17-101 to 35-17-507

Nebraska (2)

Revised Statutes of Nebraska

Chapter 21. Corporations

[1] Article 13. Cooperative Companies
ss 21-1301 to 21-1306

[2] Article 14. Nonstock Cooperative Marketing Companies
ss 21-1401 to 21-1414

Nevada (3)

Nevada Revised Statutes

Title 7. Corporations; Associations; Partnerships

Chapter 81. Nonprofit and Cooperative Corporations and Associations

[1] Nonprofit Cooperative Corporations
ss 81.010 to 81.160

[2] Cooperative Associations
ss 81.170 to 81.280

[3] Nonstock, Nonprofit Cooperative Corporations
ss 81.410 to 81.540

New Hampshire (1)

New Hampshire Revised Statutes Annotated

Title 27. Corporations, Associations, and Proprietors of Common Lands

Chapter 301. Cooperative Marketing and Rural Electrification Associations

ss 301:1 to 301:52

New Jersey (1)

New Jersey Statutes Annotated

Title 4. Agriculture-Domestic Animals

Chapter 13. Agricultural Cooperative Associations

ss 4:13-1 to 4:13-50

New Mexico (2)

New Mexico Statutes Annotated

Chapter 53. Corporations

[1] Article 4. Cooperative Associations
ss 53-4-1 to 53-4-45

Chapter 76. Agriculture

[2] Article 12. Cooperative Marketing Associations
ss 76-12-1 to 76-12-23

New York (1)

McKinney's Consolidated Laws

Cooperative Corporations Law

Chapter 77. Cooperative Corporations Law

ss 1 to 134

North Carolina (2)

General Statutes of North Carolina

Chapter 54. Cooperative Organizations

[1] Subchapter 1V. Cooperative Associations

ss 54-111 to 54-128

[2] Subchapter V. Marketing Associations

ss 54-129 to 54-166

North Dakota (1)

North Dakota Century Code

Title 10. Corporations

Chapter 10-15. Cooperative Associations

ss 10-15-01 to 10-15-61

Ohio (1)

Ohio Revised Code Annotated (Page)

Title 17. Corporations—Partnerships

Chapter 1729. Cooperatives

ss 1729.01 to 1729.99

Oklahoma (2)

Oklahoma Statutes Annotated

Title 2. Agriculture

Chapter 4. Cooperative Agricultural Associations

[1] Cooperative Agricultural or Horticultural Associations

ss 331 to 354

[2] Cooperative Marketing Associations

ss 361 to 361y

Oregon (1)

Oregon Revised Statutes

Title 7. Corporations and Partnerships

Chapter 62. Cooperatives

ss 62.005 to 62.865

Pennsylvania (2)

Purdon's Pennsylvania Statutes Annotated

Title 15. Corporations and Unincorporated Associations

Chapter 32. Particular Types of Cooperative Corporations

[1] Productive and Distributive Associations

ss 12001 to 12023

[2] Agricultural Associations

ss 12101 to 12135

Rhode Island (1)

General Laws of Rhode Island

Title 7. Corporations, Associations, and Partnerships

Chapter 7. Producers' Cooperatives

ss 7-7-1 to 7-7-22

South Carolina (2)

Code of Laws of South Carolina

Title 33. Corporations, Partnerships, and Associations

[1] Chapter 45. Cooperative Associations Generally

ss 33-45-10 to 33-45-200

[2] Chapter 47. Marketing Cooperative Associations

ss 33-47-10 to 33-47-1150

South Dakota (1)

South Dakota Compiled Laws Annotated

Title 47. Corporations

Chapters 47-15 to 47-20. Cooperatives—Formation and
General Powers

ss 47-15-1 to 47-20-17

Tennessee (1)

Tennessee Code Annotated

Title 43. Agriculture and Horticulture

Chapter 16. Cooperative Marketing Associations

ss 43-16-101 to 43-16-148

Texas (3)

Texas Civil Code Annotated

[1] Title 32. Corporations

Chapter 9. Nonprofit, Cooperative, Religious, and Charitable
Articles 1396-50.01(1) to 1396-50.01(46)

[2] Title 46. Credit Organizations

Chapter 5. Farmers Cooperative Society
Articles 2514 to 2524

[3] Title 93. Markets and Warehouses

Chapter 8. Marketing Associations
Articles 5737 to 5764

Utah (1)

Utah Code Annotated

Title 3. Agricultural Cooperative Associations

Chapter 1. General Provisions Relating to Agricultural
Cooperative Associations
ss 3-1-1 to 3-1-41

Vermont (1)

Vermont Statutes Annotated

Title 11. Corporations, Partnerships, and Associations

Chapter 7. Cooperatives
ss 981 to 1065

Virginia (2)

Code of Virginia

Title 13.1. Corporations

Chapter 3. Cooperative Associations

[1] Article 1. Cooperative Associations Generally
ss 13.1-301 to 13.1-311.1

[2] Article 2. Agricultural Cooperative Associations
ss 13.1-312 to 13.1-345

Washington (2)

Revised Code of Washington Annotated

Title 23. Corporations and Associations (profit)

[1] Chapter 23.86. Cooperative Associations
ss 23.86.010 to 23.86.230

Title 24. Corporations and Associations (nonprofit)

[2] Chapter 24.32. Agricultural Cooperative
Associations
ss 24.32.010 to 24.32.900

West Virginia (1)

West Virginia Code

Chapter 19. Agriculture

Article 4. Cooperative Associations

ss 19-4-1 to 19-4-30

Wisconsin (1)

West's Wisconsin Statutes Annotated

Title 17. Corporations

Chapter 185. Cooperatives

ss 185.01 to 185.990

Wyoming (1)

Wyoming Statutes

Title 17. Corporations, Partnerships and Associations

Chapter 10. Cooperative Marketing Associations

ss 17-10-101 to 17-10-125

The Standard Act

The Bingham Cooperative Marketing Act

From Carroll's Kentucky Statutes, Baldwin's 1936 Revision

ss 883f-1 to 883f-41

1.03 Statutory Interpretation

The objective of this report is to convey what the statutes say, not what they mean in various situations. Interpretation of statutory provisions beyond the words of the statutes is kept to a minimum. The words of the statutes may be interpreted, modified, qualified, or expanded by judicial decisions and related general corporation law, neither of which is addressed in this study. Consequently, the full significance of a statutory statement on a topic is not explored, and this report cannot be used as a complete statement of "the law" on any subject.

1.04 References to Corporation Law

Cooperative incorporation statutes may contain references to general corporation law for specific purposes or may contain general corporation law application provisions. When cooperative incorporation statutes apply general corporation law for specific purposes only, as, for example, where general corporation laws are to be followed for filing articles of incorporation, reference in this report is found under the appropriate topic. In the example, general corporation laws would be mentioned in the topic on filing the articles of incorporation.

General application of corporation law is the subject of this section. Three types of such references are (1) application of general corporation law to subjects not contained in the cooperative incorporation statute, (2) choice of laws in the case of a conflict, and (3) conversion of a noncooperative to a cooperative with the accompanying application of cooperative incorporation statutes.

1.04.01 General Corporation Law

Thirty-four statutes are similar to the Standard Act with a statement that "the provisions of the general corporation laws of this state and all powers and rights thereunder, shall apply to the association organized hereunder, except where such provisions are in conflict with or inconsistent with the express provisions of this act." Twelve other statutes use different terminology to apply general corporation law to cooperative associations. The 46 statutes are identified in table 1.04.01.

1.04.02 Conflicting Laws

Twenty-seven statutes, along with the Standard Act, note possible conflicts between the cooperative incorporation statute and other laws. The statutes are identified in table 1.04.02.

Eight statutes limit the effects of one cooperative incorporation statute on another. Arkansas [1] and Utah provide for repeal of prior inconsistent statutes.

Mississippi [1] relieves bona fide cooperative associations from conflicting interpretations and constructions, and prohibits misuse of cooperative associations for personal gain or tax avoidance. Minnesota [1], Minnesota [2], and New Mexico [2] state that laws enacted subsequent to the cooperative incorporation act do not amend or repeal the act unless expressly stated.

1.04.03 Cooperative Conversion

In some circumstances an existing organization may choose to adopt a cooperative incorporation statute under which it was not originally incorporated. This may occur with the conversion from a noncooperative to a cooperative corporation or with the adoption of a new cooperative incorporation statute by an association incorporated under an existing cooperative incorporation statute.

The statutes that specifically provide for either type of conversion are identified in table 1.04.03. A total of 61 statutes have some provision relating to conversion. Acts that automatically applied to existing associations or that required no action for adoption are not included.

Three statutes provide for conversion from a cooperative to a noncooperative organization. They are Florida [1] (618.22), Mississippi [1] (79-17-41), and Washington [1] (23.86.210).

1.05 Conventions

Certain conventions in analysis and forms of expression are adopted and used consistently throughout the report to reduce the possibility of confusion. The more important conventions are listed here for reference purposes.

Reference is always made to the statute being analyzed, not the State in which the statute is found. For example, the term "Alaska" used in the text means only the Alaska Cooperative Corporation Act, not the State of Alaska. This convention is in keeping with the report's focus on statutory analysis rather than the complete law applied to cooperatives. At the same time, such terminology alleviates the problem of States with more than one analyzed statute.

Chronological development of statutes is not a subject of the report. Terminology that suggests one statute "follows" or is based upon another is avoided, and each statute is treated independently of all others. The Standard Act was a cooperative law developed primarily by Aaron Sapiro and widely adopted by the States in the early 1920's. It is used as a reference for brevity and to emphasize the common background of many statutes. The version of the Standard Act used for reference in the report is the Kentucky Bingham Act, the most widely discussed, though not the first, example of the Standard Act.

The term "similar" is used to mean either identical or so close that a different meaning is unlikely. Thus, where a provision is described as "similar to the Standard Act" in a table, the language of the provision is either the same as the Standard Act or is so close that it quite clearly means the same thing. Statutes whose difference in language is so great that a difference in meaning is probable are not referred to as "similar," and statutes that probably mean the same, but use significantly different terminology, are not described as "similar."

The report follows the terminology of most statutes and refers to organizations as "associations" rather than "cooperatives." The term "cooperative" is usually used as a description of the kind of association, as in "cooperative association."

Neither the tables nor the accompanying text stand alone. Every attempt is made to identify the major features of a statutory provision in the table entry. However, where a single entry would be incomplete or misleading, additional information is supplied in the text. Quotation of statutes is avoided except for the Standard Act.

It was necessary to establish a consistent cutoff date after which statutory amendments would not be considered. Statutes are analyzed as amended through December 31, 1980.

CHAPTER 2: DECLARATIONS OF POLICY

Many statutes make a declaration of the policy upon which they are based, often including the specific purpose of the incorporation statute. These declarations are generally of four kinds—a summary of the conditions in agriculture to be remedied, a statement of the purpose of the statute, the specific function of incorporation rules, and an indication of how the statute should be construed (interpreted).

2.01 Conditions in Agriculture

A general statement about the conditions of agriculture and the need for cooperatives is found in the Standard Act and six statutes. The Standard Act, as represented by the Kentucky Bingham Act, reads:

"It is here recognized that agriculture is characterized by individual production in contrast to the group or factory system that characterizes other forms of industrial production; and that the ordinary form of corporate organization permits industrial groups to combine for the purpose of group production and the ensuing group marketing and that the public has an interest in permitting farmers to bring their industry to the high degree of efficiency and merchandising skill evidenced in the manufacturing industries; and that the public interest urgently needs to prevent the migration from the farm to the city in order to keep up farm production and to preserve the agricultural supply of the nation; and that the public interest demands that the farmer be encouraged to attain a superior and more direct system of marketing in the substitution of merchandising for the blind, unscientific and speculative selling of crops. . . ."

An almost identical passage is found in California.[1], Colorado [2], Illinois [2], Indiana, Minnesota [2], and Tennessee, identified in table 2.01.

2.02 General Purpose of Statute

Statements on overall purpose are found in 29 statutes, shown in table 2.02, though there is some variation among statutes. The Standard Act says:

"In order to promote, foster, and encourage the intelligent and orderly marketing of agricultural products through cooperation; and to eliminate speculation and waste; and to make the distribution of agricultural products between producer and consumer as direct as can be efficiently done; and to stabilize the marketing of agricultural products, this Act is passed."

A similar statement is found in 17 statutes, shown in the table.

Three statutes have almost the same statement as the Standard Act but with slight modifications. Louisiana [2] adds "to eliminate speculation, unnecessary middlemen, and waste," Montana [3] adds a supply function

clause, and Texas [3] is intended additionally to encourage orderly production, cultivation, and care for citrus.

Kansas [2] adds the objective "to promote the development of the most profitable and permanent system of agriculture, the most wholesome and satisfactory living conditions, the highest ideals in home and community life and a general interest in the improvement of field crops, livestock, and in the business of farming and in rural life." Similarly, Louisiana [1] is "designed to encourage the intelligent development of agricultural products through co-operation and to rehabilitate farm families of low income on a scientific and cooperative plan." Improvement of farmers' economic position and cooperative marketing is the goal of other statutes, though stated differently in Alabama [3], Maine, Mississippi [1], New Mexico [2], New York, Oklahoma [2], Oregon, Pennsylvania [2], Utah, and Virginia [2].

2.03 Specific Purpose of Statute

Eleven statutes, identified in table 2.03, give the statute's specific purpose. Such a statement is exemplified by Arkansas [3], which reads: "In order to provide for the formation and operation of agricultural cooperative associations and to provide for the rights, powers, liabilities, and duties of such cooperative associations this act is passed." Similar terms are found in Arkansas [1] and Louisiana [1]. Somewhat less detailed statements to the effect that the purpose of the act is to enable farmers to form cooperative associations are found in Alabama [3], Colorado [2], Illinois [2], Indiana, Mississippi [1], New York, Oklahoma [2], and Tennessee.

2.04 Statutory Construction

Seven statutes say the statute should be "liberally" construed so purposes of the statutes are preserved where interpretation of the statute is required. Such a provision is found in Maine, Nevada [2], New Mexico [2], Oklahoma [2], Pennsylvania [2], Utah, and Virginia [2]. Maine and Utah also indicate the statutes should be construed to make the law uniform among those States that have adopted that form of incorporation statute. Table 2.04 notes the provisions on statutory construction.

2.05 Other Statements

New Jersey (s 4:13-44) states that it is the public policy of New Jersey and is in the public interest to support producers' rights to join cooperative associations. Alabama [1] (s 2-10-20) says "associations are hereby declared to be impressed with a public service."

CHAPTER 3: GENERAL NATURE OF COOPERATIVE ASSOCIATIONS

Each statute is a collection of specific requirements or descriptions that, taken as a whole, define a cooperative association. Many statutes also contain a summary definition of operation on a cooperative basis. These summary statements of what establishes cooperative operation are not necessarily indications of what that statute requires of cooperatives organized under it. Instead, such descriptions of cooperative operation are commonly used to determine whether a cooperative incorporated in another State qualifies for the statute's special cooperative treatment.

Summary definitions are generally of three kinds. First, a cooperative or association may be defined as an organization incorporated under that statute or that meets its qualifications. Second, the general characteristics of the cooperative method of operation may be defined. Third, a widely used statement about the nonprofit nature of a cooperative association can be viewed as a definition of cooperative operation.

3.01 Organizing Statute

Fifty-three statutes and the Standard Act, identified in table 3.01, say that a cooperative association is an association organized under the statute. A few variations include organizations incorporated under other statutes.

3.02 Method of Operation

Thirty-two statutes define a cooperative association or doing business on a cooperative plan in terms of methods of operation. The various statutes place somewhat different emphasis on characteristics essential to cooperative operations. Five statutes, Florida [1], New Mexico [2], North Carolina [2], Oklahoma [2], and Utah, require an association to operate for the mutual benefit of its members, limit returns to capital, and limit the amount of business done with nonmembers.

Several statutes adopt these requirements in their summary statement of cooperative enterprise and add an additional requirement. Four statutes require the association to restrict its purposes to those permitted under the specific statute. Statutes with such an additional requirement are Hawaii, Kentucky [2], Maine, and Virginia [2]. Illinois [2] requires that a cooperative association be owned and controlled by farmers. Colorado [1] specifies that the association must distribute earnings in proportion to patronage. Limitations on voting control appear in Nevada [1], New York, and Texas [3].

Other statutes describe the essential nature of cooperative enterprise with different groupings of operational requirements. Maryland lists five requirements in its summary statement of cooperative enterprise—that the association operate for the mutual benefit of its members, limit its returns to capital, restrict nonmember business, limit member voting, and

distribute earnings based on patronage. Arkansas [1], Kansas [1], Kentucky [1] and Texas [1], only mention the manner of distribution in their summary statements of cooperative enterprise. Distribution in this case refers to, first, payment of a fixed dividend on stock, and second, the pro rata allocation of remaining margins based on purchases from or sales to the association.

Other statutes that include some but not all of the five requirements in the Maryland statute in their summary statements of cooperative operation include California [2], District of Columbia, Iowa [3], Massachusetts [3], Michigan, New Mexico [1], North Dakota, Oklahoma [1], Pennsylvania [2], Vermont, and Wisconsin. Alabama [1] does not rely on the requirements mentioned above but defines cooperative associations as all organizations, incorporated or not, "which have for their objects engaging in activities similar to those of a cooperative marketing association."

3.03 Deemed To Be Nonprofit

The Standard Act states: "Associations organized hereunder shall be deemed 'nonprofit' inasmuch as they are not organized to make profit for themselves, as such, or for their members, as such, but only for their members as producers." A similar statement is contained in 28 statutes.

Hawaii, Kentucky [2], New York, and Virginia [2] contain a provision stating that cooperative associations are nonprofit inasmuch as their primary object is not to pay dividends on invested capital but to render service and provide means and facilities by or through which the producers of agricultural products may receive a reasonable and fair return for their products. Eighteen statutes either state that associations are to be nonprofit or that they are to be operated on a mutual basis. Louisiana [1] specifies that such associations are "nonbusiness" inasmuch as membership is limited to producers of agricultural products. Statements about the nonprofit nature of cooperative associations are noted in table 3.03.

CHAPTER 4: DEFINITIONS

A wide range of terms is defined by the various statutes. This chapter identifies a selected number of definitions. The most common is the definition of agricultural products, a definition made necessary because so many statutes are limited to use by producers of agricultural products.

A word of caution is appropriate. Statutory definitions have some specific purposes for their presence. The definitions therefore may be valid only in the limited context of the statutory structure itself. It is also interesting to note that many terms of importance are not defined at all. The conclusion to be drawn is that statutory definitions, or their absence, must be interpreted with caution.

This section omits a small number of minor terms defined by statute. A significant number of definitions are also placed in other sections where they are associated with appropriate subject matter.

4.01 Agricultural Products

For the most part, agriculturally oriented statutes define "agricultural products." Definitions are noted in table 4.01. Provisions similar to the Standard Act are repeated, with varying degrees of additions or deletions, in more than half of all statutes. The Standard Act states: "The term 'agricultural products' shall include horticultural, viticultural, forestry, dairy, livestock, poultry, bee, and any farm products."

Alabama [2], Alabama [3], Georgia, and New Jersey include marine or aquatic products. Nebraska [2], New York, and Rhode Island include agricultural byproducts, and West Virginia includes products in their natural form or processed products. Hawaii adds nuts, coffee, and plantation products. Illinois [2] and Louisiana [1] include furbearing animals raised in captivity. Delaware adds to the basic list vegetables, fruits, floricultural products of the soil, meats, wool, hides, eggs, nuts, mushrooms, and honey, but does not include timber products.

Variations of Standard Act items are:

Floricultural products: Delaware, Hawaii, Kentucky [2], Maine, New Jersey, New York, Pennsylvania [2], Utah, Virginia [2].

Ranch or range products: Arkansas [2], Arkansas [3], Kansas [2], Louisiana [1].

Field products or crops: Alabama [3], Nebraska [2], Rhode Island, Mississippi [1].

Nuts: Alabama [3], Maine, Mississippi [1], Nebraska [2], New Mexico [1], New York, Oklahoma [2], Pennsylvania [2], Rhode Island, Utah, Virginia [2].

Seeds: Pennsylvania [2], Utah, Virginia [2].

Ground stock: Utah, Virginia [2].

Mushrooms: Pennsylvania [2].

Except forestry or timber products: Delaware, New Mexico [2], Oklahoma [2].

Marine or aquatic products: Alabama [2], Alabama [3], Georgia, New Jersey.

Byproducts: Nebraska [2], New York, Rhode Island.

Natural or processed: West Virginia.

Coffee: Hawaii.

Plantation products: Arkansas [3], Hawaii.

Alabama [3] and Mississippi [1] discuss agricultural products in terms of products of field, pasture, meadow and garden, and fruits, melons, berries, nuts, vegetables . . . and all other things commonly known as agricultural products.

A total of 44 statutes define agricultural products.

4.02 Miscellaneous Terms

Many terms are defined by only a few of the 86 statutes.

Six statutes define the term "corporation." Alaska, Oregon, and South Dakota state that a corporation is a corporation not a cooperative, and North Dakota and Wisconsin similarly say a corporation is a corporation that is not an association. Kentucky [2] defines corporation as a corporation for profit.

North Carolina [1] and Washington [1] list interchangeable terms that mean the same as "association." Pennsylvania [2] and Virginia [2] define "supplies," Alaska, Hawaii, Kentucky [2], Maine, Oregon, Pennsylvania [2], Utah, and Virginia [2] define "board." New York defines "feed," "food," and "food products" to mean substances capable of human, animal, or poultry consumption. North Carolina [2] defines "charter," and Alaska, Hawaii, Maine, Oregon, South Dakota and Utah define "articles."

Oregon and Wisconsin state that "security" means any indebtedness capital stock or other equity interest in a cooperative's assets.

Definitions given by only a few statutes are:

Board: Alaska, Hawaii, Kentucky [2], Maine, Oregon, Pennsylvania, Utah, Virginia [2].

Foreign cooperative or association: Alaska, Kentucky [2], Maine, Oregon, South Dakota, Utah, Wisconsin.

Articles: Alaska, Hawaii, Maine, Oregon, South Dakota, Utah.

Corporation: Alaska, Kentucky [2], North Dakota, Oregon, South Dakota, Wisconsin.

Producers: Alabama [3], Maine, New Jersey, Pennsylvania [2], Utah.

Patron: Delaware, New York, Pennsylvania [2], Virginia [2].

Net Savings: District of Columbia, New Mexico [1], Texas [1], Texas [3].

Commission or commissioner: Alaska, Minnesota [2], Virginia [2].

Cooperative basis or plan: Kentucky [1], New Mexico [1], Texas [1], Texas [3].

Shareholder: Alaska, California [2], Oregon.

Savings return: District of Columbia, New Mexico [1], Texas [1], Texas [3].

Marketing agreement or contract: Arizona, Maine.

Supplies: Pennsylvania [2], Virginia [2].

Security: Oregon, Wisconsin.

The following terms have been defined by one statute each: production of agricultural products, court, membership stock, active member, shares, person engaged in agriculture, engaging in agriculture, patronage dividends, investment dividend, capital, livestock, farmer, muskrat farmer, independent agricultural contractor, directors, secretary, processor, agricultural commodities, interest-dividends, food, feed, net margins, net retained proceeds, charter, anniversary, consumer cooperative, marketing cooperative, railroad cooperative, handicraft cooperative, nonprofit associations.

CHAPTER 5: ASSOCIATION PURPOSES

An association's purpose is an overall factor that may be used to determine under which statute the organization will incorporate. In addition, the statute's description of qualifying purposes is a good indicator of each statute's important characteristics. The statement of association purpose in a statute, therefore, provides useful information about the statute itself and about the kinds of associations that can organize thereunder.

Perhaps the broadest division among statutes separates them into two groups. In one group, statutes restrict the association to agricultural operations or farmer membership, or both. The other group provides an incorporation method for any cooperative organization whether farmer or nonfarmer, marketing, or purchasing. Though several statutory features must be summarized to determine under which category the statute fits, the statement of association purpose is a good summary indicator.

5.01 Agricultural Purposes

The Standard Act, to which somewhat more than 40 of the 85 statutes are similar, is an agricultural statute. It contains specific reference in the association purposes provision to marketing, supply, and related services. Statutes may be compared by noting similarities and differences with items contained in the Standard Act. The list of agricultural purposes summarized in the following subsections is usually contained in a single sentence.

The Standard Act statement reads:

"An association may be organized to engage in any activity in connection with the marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, or utilization thereof, or the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein."

5.01.01 *Production*

Twenty-five statutes contain a specific reference to activities in connection with production as an association purpose. References are identified in table 5.01.01, including Texas [3] with specific application to production, cultivation, and care of citrus groves.

5.01.02 *Processing*

A range of activities that may follow initial production of farm products is included in the Standard Act's list of association purposes. Though processing and marketing are not necessarily separate functions, those activities included in association purposes that entail some physical oper-

ations on the product may be treated separately, as indeed they are in the statutes. Table 5.01.02 identifies 43 statutory references to processing.

Thirty-five statutes follow the Standard Act either verbatim or with minor differences. The Standard Act lists harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, and utilizing. The most frequent variation is absence of the term "grading" (15 statutes). Additions to the list include ginning (11 statutes), warehousing (11 statutes), assembling (5 statutes), blending (8 statutes), manufacturing (8 statutes), and compressing or milling (5 statutes). Other terms include transporting, hauling, dairying, threshing, cleansing, and growing, all contained in only one or two statutes.

Eight statutes are somewhat different from the Standard Act, though even in those statutes there are instances of close similarity to the Standard Act. Alabama [3] lists processing, packing, and distribution. Connecticut [2] includes treating, dealing in and handling agricultural products. Iowa [3] lists purposes to grade, blend, preserve, process, store, warehouse, and handle products. Maryland includes processing, preparing for market, handling, and storing. Though Mississippi [2] contains Standard Act language, it adds a provision for livestock and poultry "of every description," and growing, breeding, handling, shipping, or utilization or moving the byproducts thereof. Montana [2] lists processing, storing, and warehousing. Nebraska [2] and Rhode Island use similar language—handling, processing, preparing for market, warehousing, preserving, canning, packing, manufacturing, and utilizing—to describe purposes quite similar to the Standard Act. Oklahoma [1] lists processing, preparing for market, picking, storing, shipping, handling, and the manufacture of byproducts.

5.01.03 Byproducts

The Standard Act and 38 statutes refer specifically to manufacturing, marketing, or utilizing byproducts. Table 5.01.03 identifies those statutes that contain a byproducts term.

5.01.04 Marketing

The Standard Act and 44 statutes, identified in table 5.01.04, specifically list marketing or selling members' products as an association purpose. One variation adds buying for members, and two statutes, New Jersey and Pennsylvania [2], refer to bargaining and contracting for members' products.

5.01.05 Supply

Under the Standard Act an association may be formed to "engage in any activity in connection with . . . the manufacturing, selling or supplying to its members of machinery, equipment or supplies." With few exceptions, other statutes use these or similar terms to describe the sup-

ply functions of an association organized under the statute. These statutes are identified in table 5.01.05, 42 in total.

Arkansas [3] refers to purchase, hiring or use of machinery, supplies or equipment for members, and Connecticut [2] specifically mentions purchase of government surplus for members. Maine lists machinery, equipment, feed, fertilizer, fuel, seeds, and other agricultural and household supplies. Nebraska [2] and Rhode Island include any activity pertaining to the purchase or otherwise securing for its members supplies, equipment, machinery or commodities of any character. New Jersey adds hiring or supplying labor to manufacturing, purchasing, contracting for, or hiring, selling or supplying machinery, equipment, services or supplies, including livestock.

In comparatively broad terms, New York includes in association purposes services connected with acquisition for its members of labor, supplies, and articles of common use, including livestock, equipment, machinery, food products, family or other household and personal supplies, to be used or consumed by members, their families, or guests. Under terms of Oklahoma [1], members may hire, rent, or buy their farm supplies and machinery from or through the association. Other variations are noted in the table.

Pennsylvania [2] contains one of the more detailed descriptions of cooperative purposes. It provides for manufacturing, processing, storing, transporting, delivering, handling, buying for, or furnishing supplies to members and patrons, as well as performing or furnishing business, educational, or recreational services, including the services of labor, buildings, machinery, equipment, trucks, trailers, and tankers. In detailed provisions, Hawaii and Utah describe manufacturing, buying or supplying machinery, equipment, feed, fertilizer, coal, gasoline and other fuels, oils and other lubricants, seeds and all other agricultural and household supplies. Seed and crop improvement along with soil conservation and rehabilitation are also included. Virginia [1] lists manufacturing, processing, storing, transporting, delivering, handling, buying for or furnishing supplies to members.

5.01.06 Financing

Thirty-eight statutes include financing enumerated marketing and purchasing activities as a permissible association purpose. Those statutes generally follow the Standard Act's (see section 5.01) terminology and are noted in table 5.01.06.

5.01.07 Multiple Activities

The Standard Act and 30 statutes describe multipurpose associations with the phrase "any one or more of the activities specified herein" in the purposes list. Statutes that contain this phrase are listed in table 5.01.07.

5.01.08 Business and Educational Services

Thirteen statutes extend purposes beyond marketing, purchasing, and financing functions by reference to various other kinds of business and educational activities. Table 5.01.08 identifies statutes that contain such references.

5.02 General Purposes

Statements of purpose more general than those directly associated with agricultural production and distribution may be found in two places. Some general purposes may be part of an agriculturally oriented statute. A general purpose also may be described in statutes under which a non-agricultural cooperative may incorporate. Both types of general purpose provisions are included in this section, and the statutes are identified in table 5.02.

Eighteen statutes contain nonrestrictive, broad statements of acceptable association purposes, usually phrased "for any lawful business purpose." Six of the 18 make no specific exceptions to the kind of business that may be conducted by the cooperative association. New Mexico [2] adds "and for the transaction of any lawful business" to a list of identified activities.

Kansas [1] permits incorporation for the purpose and to the end of more successfully promoting or conducting any business or industrial pursuit. In a similarly broad statement, Montana [1] lists as purposes trade or prosecuting any branch of industry, purchase and distribution of commodities for consumption, and borrowing or lending money for industrial purposes.

Five of the 13 statutes of general application permit formation of an association for any lawful purpose with specific exemptions. Alaska excepts banking and insurance, as does Oregon. South Dakota also excepts public railroad construction or operation in addition to banking and insurance. North Dakota, South Dakota, and Wisconsin except banking, insurance, and railroads and make purposes subject to statutes on specific kinds of corporations or associations.

Ten statutes contain comparable lists of association purposes, those purposes being to conduct any agricultural, dairy, mercantile, mining, manufacturing, or mechanical business on a cooperative basis. Those statutes are Arkansas [1] with the addition of banking, Connecticut [1] without dairy or mining, Iowa [1], Iowa [2] with livestock, horticultural, telephone, and electric, Iowa [3], Kentucky [1], Massachusetts [2] with only agricultural, dairy or mercantile, Missouri [2] with just agricultural and mercantile, South Carolina [1], Virginia [1] with fishing, and Washington [1].

Twelve statutes contain such detailed or varied purpose provisions that they must be considered separately. Their terms are listed in summary rather than in full quotation and, as all results of this report, direct reference to the statute should be made for comprehensive lists.

Arkansas [3] refers to land improvement and building maintenance for members, indemnification for livestock or poultry losses, burial activities, medical and dental services. The District of Columbia statute permits manufacturing and supplying any type of property, commodities, goods or services for the primary and mutual benefit or patrons as ultimate consumers. Georgia mentions terracing land and prevention of soil erosion. Illinois [1] describes a wide range of permitted purposes for purchasing and selling merchandise. Kansas [2] includes activities in connection with agricultural education, research, legislation, and economic and social conditions, or in connection with improvement of livestock breeds. Massachusetts [2] includes housing cooperatives and consumer cooperatives. Minnesota [1] adds to agricultural, dairy, marketing, and excepts such things as telephone, transportation, and electrical businesses. North Carolina adds storage, refrigeration, irrigation, and fire-fighting to the list. The powers section of Mississippi [1] contains a detailed list of permissible association activities. New York refers to educational work in home economics and cooperation, buying, selling or leasing farms for members, cooperative housing and eating places, medical expense indemnity, hospital services, and credit unions. Pennsylvania [1] likewise covers a wide range of purposes. Texas [1] permits an association to be incorporated to engage in acquiring, producing, building, operating, manufacturing, furnishing, exchanging, or distributing any type of property, commodities, goods, or services for the primary and mutual benefit of the members, with health or medical care excluded. West Virginia includes credit associations and activities to secure and disseminate market information.

CHAPTER 6: ASSOCIATION POWERS

Formation of a cooperative association, as with formation of every corporation, carries with it the grant of a collection of powers from the State. The exact extent of those powers depends upon (1) the State incorporation statute under which the cooperative incorporates, (2) the ordinary business corporation statute of the State if its terms are adopted by the cooperative incorporation statutes, and (3) the common law.

Chapter 6 surveys specific association powers provisions in the cooperative incorporation statutes. Not included in this chapter are references to grants of power that are merely guides to the manner in which an association's affairs are conducted, rather than a grant of basic powers. For example, permission to engage in nonmember business is sometimes stated as the power to engage in nonmember business. That grant of power is analyzed in the section on nonmember business.

Also not contained in this section are powers implied but not explicitly stated. For example, a statement that an association may be formed for the purpose of marketing members' products necessarily implies the power to do so. Reference to such a provision would not be found in this chapter.

Powers granted are, for convenience, divided into three kinds: (1) functional powers, (2) specific operating powers, and (3) general operating powers. Functional powers are those defining activities in which the association may engage. Operating powers are those needed by the association to conduct its business.

6.01 Functional Powers

Functional powers—those that describe the kinds of functions an association may perform for its members—are mentioned in a majority of statutes. Most terminology is similar to that found in the Standard Act. Functional powers deal generally with (1) activities in connection with marketing, processing, and handling products and byproducts, (2) activities in connection with purchasing or manufacturing products to be used by members, and (3) financing such activities.

Functional powers in the Standard Act are collected in one section. It reads: "Each association incorporated under this act shall have [the power to] engage in any activity in connection with the marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling or utilization of any agricultural products produced or delivered to it by its members, or the manufacturing or marketing of the byproducts thereof; or any activity in connection with the purchase, hiring, or use by its members of supplies, machinery or equipment; or in the financing of any such activities or in any one or more of the activities specified in this section."

6.01.01 Market and Sell

Thirty-one statutes use language similar to the Standard Act to grant specific power to market members' products. Nine statutes use terms significantly different from the Standard Act.

Ten statutes include activities in connection with production. Forty statutes, indicated in table 6.01.01, grant powers, by specific language, to market and sell.

6.01.02 Process

Thirty-eight statutes list a number of activities in which the association may engage in addition to simple marketing and selling. These include handling and processing patron's products at various stages before disposal of the final product. Functions are noted in the Standard Act list quoted in section 6.01. Slight variations occur among the statutes, and specific terms are not distinguished in table 6.01.02.

6.01.03 Handle Byproducts

Specific power to handle the byproducts of members' agricultural products is given in 34 statutes, identified in table 6.01.03. The usual terminology is the power to engage in any activity in connection with "manufacturing or marketing" byproducts, a phrase found in the Standard Act.

6.01.04 Purchase for Members

Any activity in connection with the purchase, hire, or use of supplies, machinery or equipment for members is specifically authorized by 39 statutes as noted in table 6.01.04.

6.01.05 Manufacture for Members

Twenty-one statutes grant the incorporated cooperative association power to manufacture supplies, machinery, and equipment supplied to members. Provisions are identified in table 6.01.05.

6.01.06 Financing Operations

Power to finance the association's marketing and supply operations is granted by specific reference in 32 statutes, noted in table 6.01.06.

6.02 Specific Operating Powers

Each incorporation statute authorizes the association to conduct business. The cooperative association, as a business organization, must have operating powers necessary to perform its authorized functions.

Many statutes list certain operating powers in terms that vary in specificity. Those relatively specific are summarized in this section. More general grants of power are identified in the following section. The general business corporation law of each state, applied in many jurisdictions to cooperative associations organized under the special cooperative association incorporation statutes, are also sources of operating powers for associations. Powers granted by reference to general business corporation law are not included in this chapter.

6.02.01 Property Ownership

The power to own property is given to associations by specific reference in 66 statutes. For the most part, the grant is somewhat broad. A typical provision, exemplified by the Standard Act, states that a cooperative association shall have power to “buy, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association or incidental thereto.” Thirty-four statutes use similar language.

The remaining 32 statutes use equally broad language that varies primarily in the words used to express similar powers. References to property ownership are summarized in table 6.02.01.

6.02.02 Patents, Trademarks, Copyrights

Power to develop and own patents, trademarks, and copyrights is specifically granted to associations in 17 statutes, listed in table 6.02.02.

6.02.03 Contract Generally

Fifty statutes mention the general power to contract. The power is a general power in that it is not limited to marketing contracts. It grants the fundamental power to enter into the rights and obligations that apply to any contracting person or organization.

The provisions are basically direct and uniform. The statutes that grant the power, summarized in table 6.02.03, simply give the power to contract generally.

6.02.04 Adopt Corporate Seal

Twenty-four statutes note power to adopt a corporate seal. Table 6.02.04 lists the statutory references to that power.

6.02.05 Sue and Be Sued

The power to sue and be sued is specifically granted in 32 statutes, noted in table 6.02.05.

6.02.06 Lend Money

Specific statements of power to lend money are of two kinds. The more general statements, found in Alaska, Mississippi [1], North Dakota, Oregon, and South Dakota, say that money can be lent for general corporate purposes. Other statutes refer to the power to lend money to members. Table 6.02.06 shows the 12 statutes that have a lending power provision. Power to advance money to patrons for their products is analyzed in chapter 15.

6.02.07 Invest Funds

Five statutes, listed in table 6.02.07, give specific power to associations to invest funds. References to investment of reserve funds are found in Chapter 15.

6.02.08 Warehouse Receipts

Table 6.02.08 identifies the 23 statutes that specifically authorize associations to issue warehouse receipts.

6.02.09 Miscellaneous

A number of statutes contain power grants that do not fit well within any particular category. Table 6.02.09 lists a section number for each such provision without notes on the various powers granted.

6.03 General Operating Powers

Though the specific grants of operating powers are important, many powers of cooperative operation have more general sources.

These sources are of two kinds. The statute may state that the association possesses all powers necessary or incidental to accomplish its authorized purposes. In addition, the statute may, by reference, make all powers described in the general business corporation statute available to the cooperative corporation.

6.03.01 Necessary and Proper

The Standard Act states that each association incorporated under the act shall have the power to "do each and every thing necessary, suitable or

proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the association; or to contract accordingly; and in addition to exercise and possess all power, rights, and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of this act; and to do any such thing anywhere.”

Fifty-nine statutes contain either a similar provision or a provision that grants the same general power in different words. References are listed in table 6.03.01.

6.03.02 Corporate Powers

Rights, powers, and privileges granted by statute to noncooperative business corporations may be granted also to cooperative associations, if not inconsistent with the cooperative incorporation statute. Table 6.03.02 notes 46 statutes that make such a qualified grant of corporate powers.

CHAPTER 7: ASSOCIATION FORMATION

Cooperative incorporation statutes usually describe several steps in the formation of a cooperative association. At an early stage, the nature of those who may incorporate must be determined. Promotion expenses associated with association formation are limited by some statutes. The name of the association is given special consideration in many statutes.

In this chapter, the nature of the incorporators is analyzed, limitations on promotion expenses are summarized, and special statutory requirement for cooperative association names are listed. Statutory prerequisites are summarized, and periods of association existence are noted.

7.01 Incorporators

Characteristics of incorporators may be analyzed in three classifications. First, the general nature of incorporators, such as legal character, age or residency, is noted. Second, the occupational requirement, more specifically any requirement that an incorporator be a farmer, is determined. Finally, a list of statutory provisions is given as to the number of incorporators required.

7.01.01 General Nature of Incorporators

Fifty-eight statutes and the Standard Act use the term "person" to describe incorporators. Statutes are noted in table 7.01.01. It should be noted that, by statutory definition, "person" may include legal entities such as corporations, partnerships or associations, depending on the definition applicable for each statute. The term "natural person" or "individual," used by 12 statutes, usually excludes artificial legal entities, depending on interpretation of legal definitions not contained in the incorporator definition itself.

Twenty-one statutes specifically include associations as incorporators even though associations may qualify if not specifically mentioned, depending on the applicable definition. The term "association" is frequently used only in connection with number of incorporators rather than as an expansion of the kind of entities that may act as incorporators. Thus, the significance of an "association" entry in table 7.01.01 will vary with the statute.

Twenty-five statutes along with the Standard Act contain a residency requirement for incorporators, and 10 contain an age requirement. Nine statutes appear to require that all incorporators be residents of the State of incorporation. Twelve statutes state that a majority of incorporators be State residents and three require at least one be a resident. Pennsylvania [2] requires that if the incorporators are individuals at least three must be citizens of Pennsylvania. If the incorporators are associations, at least one must be organized under Pennsylvania law.

7.01.02 Agricultural Producers

The Standard Act permits only persons "engaged in the production of agricultural products" to form a cooperative association under the statute. Forty-six statutes have the same requirement. Ohio appears to require only a majority of incorporators to be producers of agricultural products. Producer requirements are listed in table 7.01.02.

Montana [2] refers to holders of title to land, and Texas [2] refers to those engaged in agricultural pursuits.

7.01.03 Number of Incorporators

The Standard Act and 80 statutes set a minimum number of persons or associations that may incorporate a cooperative association. The requirements are listed in table 7.01.03. Mississippi [2] has a minimum of 5 for associations for growing, breeding, selling, and handling livestock or poultry, as opposed to 20 for associations organized for other purposes under the same statute. Only Montana [1] has a maximum number of incorporators (seven).

The majority of statutes, 48, set a minimum of 5 incorporators. Fourteen specify 3 incorporators, 6 specify 10, and 4 statutes set a minimum of 4. The Standard Act makes 20 the minimum number, as do 3 other statutes (Arkansas [1], Kansas [1], and Mississippi [2]). Two statutes, (Connecticut [1] and Massachusetts [2]) make 7 the minimum, and 1 statute each specifies 12 (Missouri [2]) and 1 (Oregon).

Many statutes have different requirements for individual incorporators than for association incorporators. Sixteen statutes permit incorporation by two associations, and two allow three association incorporators (Florida [1] and Texas [3]). Kentucky [2] and Nebraska [1] allow a single association to incorporate another association.

7.02 Promotion Expenses

Before any organization can file the necessary documents with the State and be recognized as a legal entity, several preliminary steps must be completed. These pre-incorporation activities are usually called "promotion." Promoters may incur expenses and may, in addition, charge a fee for their services. Thirteen statutes, noted in table 7.02, limit the extent to which cooperative association funds may be used to pay promotion expenses.

Three statutes, California [2], North Dakota, and South Dakota, limit the amount of corporate funds that can be used to pay for promotion commission, salaries, or expenses of any kind to 10 percent of the paid-up capital stock. Rules prohibit use of stock or increase in value of issued stock to circumvent the limit. Another four statutes, District of Columbia, New Mexico [1], Texas [1], and Wisconsin, similarly limit promotion expense payment from cooperative funds to 5 percent of the

paid-up capital. The District of Columbia and Texas [1] except legal fees from the expense list. Minnesota [2] sets a maximum limit of 5 dollars per member.

Illinois [1] allows no promotion commission to be paid from association funds, though other expenses are not mentioned. Iowa [1], Iowa [3], and Missouri [2] permit no association funds at all to be used for promotion—including commissions, salaries, and other related expenses. Iowa [2] is similar except for a special circumstances provision.

7.03 Association Name

An organization's name must meet certain conditions under many incorporation statutes. One such condition may be either that organizations not cooperative in nature cannot use the word "cooperative" in their name, or that a cooperative association must include the word "cooperative" in its name. Statutory references to corporate name are identified in table 7.03.

Fifty-two statutes prohibit the use of the term "cooperative" in an organization's corporate name unless certain conditions are met. Of those 52 statutes, 36 are similar to the Standard Act that reads: "No person, firm, corporation or association, hereafter organized or doing business in this state, shall be entitled to use the word 'co-operative' as part of its corporate or other business name or title for producers' cooperative marketing activities, unless it has complied with the provisions of this act." Sixteen statutes use somewhat different language to place generally the same restrictions on use of the term "cooperative." Instead of "complied with the provisions of this act" the 16 specify "operating on a co-operative basis" or list certain characteristics the organization must possess to include "cooperative" in its name.

Seventeen statutes require that the term "cooperative" or other special designation be included in the association's name.

7.04 Prerequisites

Eight statutes, identified in table 7.04, give specific requirements that must be satisfied before a newly formed association may commence business. Alabama [1] refers to a permit requirement, while all other requirements are based on amounts of capital stock that must be paid in.

7.05 Term of Existence

The 57 statutes identified in table 7.05 specify the duration of existence of an association organized under the statute.

Thirty-five statutes grant perpetual existence. Thirteen are the same as the Standard Act with a 50-year existence. Other periods of existence are 99 years (Louisiana [1], Louisiana [2], Mississippi [1], and Mississippi [2]), 40 years (Montana [1] and Montana [2]), 30 years (Pennsylvania [1]), and 25 years (Arizona and Iowa [2]).

CHAPTER 8: ARTICLES OF INCORPORATION

This chapter describes statutory requirements that specify preparation, filing, contents, effects, and amendment of articles of incorporation.

8.01 Purposes and Requirements

The articles of incorporation are documents filed with the appropriate State office that describe the organization to be formed. Articles provide the basis on which the State authorizes or “creates” the corporate body. Until the articles of incorporation formally describe the kind of organization that fits within the framework of the appropriate cooperative incorporation statute, the organization cannot exist and function properly. Preparing and filing articles of incorporation are initial steps to form a cooperative association.

Basic requirements for articles of incorporation are found in statutes, as listed in table 8.01. A few variations in terminology are found, some of which depend on local law. For an example of such a variation, in some States the documents filed are a “petition” or request for articles of incorporation. The articles of incorporation are actually issued by the State. In other States, however, the documents drawn up by the farmers are themselves the articles of incorporation or, more typically, the “articles of association.” In this report, the terms “article of incorporation,” “articles of association,” or “articles” are used interchangeably to include all such circumstances. The “articles” are thus the collection of documents that describe to the State and public the essential nature of cooperative organizations formed under the cooperative incorporation statute.

8.02 Preparation and Filing

Certain formalities are usually required for articles of incorporation. One deals with signatures on documents, another with the requirement to file signed documents with the proper State office.

8.02.01 *Signatures and Acknowledgment*

Most statutes require that the articles be signed (“subscribed” is commonly used, technically meaning to sign under or at the end of the document) and “acknowledged” (notarized may be a more familiar term). The Standard Act states “articles must be subscribed by the incorporators and acknowledged by one of them before an officer authorized by the law of this State to take and certify acknowledgments of deeds and conveyances.”

Subscription and acknowledgment requirements are listed in table 8.02.01. Unless otherwise noted both are required in the manner stated by the Standard Act.

8.02.02 Filing

Formal delivery to the proper State office, along with any filing fees, is called “filing” the articles of incorporation. Filing requirements are noted in table 8.02.02.

The Standard Act requires articles to be filed according to provisions of the general corporation law of the State, as do 25 other statutes.

8.02.03 Effect of Filing

When articles of incorporation have been filed, the corporate body (the cooperative association) becomes a legal entity. This event is expressed in the statutes in two ways. One set of statutes makes a rather direct statement that corporate existence commences. The other set of statutes, exemplified by the Standard Act, says when the articles are filed they “shall be received in all the courts of this State and other places, as prima facie evidence of the facts contained therein and of the due incorporation of such association.” The two methods of expression achieve the same result. Table 8.02.03 notes the forms of expression.

8.03 Contents

Because the articles must describe the kind of organization to be incorporated, it is necessary that at least a minimum of information about the organization be contained in the articles. Many statutes list the specific fundamental characteristics of the proposed organization to be described in the articles.

The section of the statute that states each requirement does not necessarily describe what must be said in the article’s provision, only that the subject be addressed. The summaries that follow identify the topics to be included in the articles of incorporation.

8.03.01 Association Name

All but two statutes (Connecticut [1] and Montana [1]) that contain article terms include association name as a basic requirement. Statutes are identified in table 8.03.01.

8.03.02 Purposes

The Standard Act and 74 statutes, noted in table 8.03.02, require that the articles state the purposes of the association. No details on how purposes may be stated are included. Delaware and Oklahoma [1] require that the “class of service to be performed for its members” must be included. South Carolina [1] requires a statement of the general nature of the business. Nebraska [1] requires a statement that the purpose is to organize as a cooperative corporation.

8.03.03 Place of Business

The Standard Act requires the articles to set out the “place where [the association’s] principal business will be transacted.” Most statutes, identified in table 8.03.03, have a similar requirement. New York, North Carolina [1], North Dakota, and Wisconsin identify city, town, village, and county. California [1] and California [2] indicate only county. Alabama [3] and Mississippi [1] speak of domicile, and Maine of the office location. New Jersey requires not only the business location but also a description of the territory in which the organization’s operations are to be conducted. Nebraska [1], Nebraska [2], Pennsylvania [2], and Texas [1] require a registered office and its address (not necessarily the same as registered agent or place of principal business).

8.03.04 Term of Existence

Sixty-one statutes require that the term of existence of the organization be stated in the articles, as does the Standard Act. The statutes are identified in table 8.03.04. North Carolina [2] contains a proviso that if the term of existence is not in the articles it is to be perpetual. West Virginia requires the term of existence if any is prescribed. Five statutes (North Dakota, Pennsylvania [2], South Dakota, Virginia [2], and Wisconsin) require the term if not perpetual.

8.03.05 Incorporators, Subscribers

Incorporators are those who form the association. Subscribers are those who “subscribe” to stock—they obligate themselves to purchase the stock or membership as soon as the organization is formed and becomes legally capable of selling the stock or membership. Though incorporators and subscribers need not be the same individuals, incorporators are often subscribers (some statutes require that they must be).

The Standard Act and 35 statutes require that the incorporators be identified in the articles of incorporation along with their addresses. Arkansas [1], Kansas [1], Missouri [2], and North Carolina [1] refer to the identified individuals as persons forming the association rather than incorporators. Colorado [1] requires the names and addresses of “those filing” the articles, South Carolina uses the term “petitioners” and Pennsylvania [1] refers to “first associates.” Alabama [2] refers to “incorporating directors.” Iowa [3] requires the incorporators’ occupations in addition to names and addresses.

Hawaii, Maine, Pennsylvania [1], and Utah require that the amount of stock to which each incorporator subscribes must be included in the articles. California [2], Delaware, and New Jersey require the names and addresses of subscribers. New Mexico [1], North Carolina [1], and Texas [1] require a statement of the number of shares or memberships subscribed to.

8.03.06 Initial Directors

Names and addresses of those who are to serve as directors until replaced by a regularly elected board must appear in the articles according to 47 statutes and the Standard Act. References are given in table 8.03.06. North Dakota, South Dakota, and Wisconsin require the names and addresses of at least five, three, and five incorporators, respectively, to act as a temporary board. Montana [3] applies to those appointed for the first 3 months. California [1] requires the names of those initially serving for unequal terms where the board's terms are staggered. Minnesota [1] permits the initial directors' names to be deleted from the articles after the first election.

8.03.07 Number of Directors

The number of directors making up an association's board must be established in the articles of incorporation according to 29 statutes and the Standard Act, noted in table 8.03.07. Eight statutes require the number of initial directors only. Illinois [2] requires that the minimum number of directors be given in the articles, while Virginia [2] requires the maximum number be listed. New York provides that the articles set both a maximum and a minimum, the final number to be specified in the bylaws.

Maine, South Dakota, and West Virginia give the option to include the number of directors in either the articles or the bylaws. South Dakota and West Virginia say that if the number is not included in the articles, the articles must state that the number of directors shall be as stated in the bylaws.

8.03.08 Term of Directors

Twenty-five statutes and the Standard Act require that the terms of office of directors be specified in the articles. Maine permits the term in either the articles or the bylaws. California [1] requires the articles to give any unequal terms of initial directors. The statutes are identified in table 8.03.08.

8.03.09 Member Property Rights

For associations organized without capital stock, 43 statutes require that property rights and interests of members be described in the articles. The Standard Act represents the majority of provisions. Nevada [1] is similar except it is not restricted to organizations without capital stock.

The Standard Act states that the articles must set forth (if without capital stock) "whether the property rights and interests of each member shall be equal or unequal; and if unequal, the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed."

Eight statutes require that rules be given in the articles to determine rights and interests of members on dissolution of the organization. Nevada [2] requires a statement in the articles that members' interests are equal and the amount that each must pay on admission. Ohio requires a statement that new members share property with the old.

A provision in the articles, similar in effect to the Standard Act, that gives a method to determine rights of members is required by Colorado [1] for nonstock associations. According to Iowa [3] the provision must specify the rights of members and the issuing price. Statutory references to property rights and interests are noted in table 8.03.09.

8.03.10 Amount of Capital Stock

The Standard Act provides that the articles must set forth, if organized with capital stock, "the amount of such stock and the number of shares into which it is divided and the par value thereof." A requirement of similar effect is found in many statutes, though many statutes do not combine amount, number of shares, and par value in the same phrase.

The 61 statutory references to article statements of capital stock amount are identified in table 8.03.10.

8.03.11 Number of Shares

Fifty-eight statutes require the articles to include the number of shares into which the association's stock is divided. References are listed in table 8.03.11.

8.03.12 Par Value

Sixty-one statutes, identified in table 8.03.12, direct that the par value of stock issued be stated in the articles, with an "if any" proviso in several.

8.03.13 Description of Preferred Stock

Forty-nine statutes call for a description of preferred stock if any is authorized. Many use the terminology of the Standard Act, which reads: "the articles of incorporation must contain a statement of the number of shares of stock to which no preference is granted and the nature and definite extent of the preference and privileges granted to each."

Rhode Island specifies terms on which classes of stock are created, and Virginia [2] classification on this subject relies on its general requirement for description of stock.

8.03.14 Special Stock Provisions

Special stock provisions deal with three separate topics—(1) redemption restrictions, (2) limits on stock ownership, and (3) transferability limits. Table 8.03.14 summarizes statutory provisions.

Twenty-nine statutes refer to special limits or restrictions on recall or redemption of stock as an articles provision. Twenty-two are similar to the Standard Act, which says preferred stock may be redeemable or retireable “on such terms and conditons as may be provided for by the articles of incorporation” Five statutes require that any reservation of right to recall stock must be in the articles.

Limitations on the amount of stock any one person may own must be stated according to District of Columbia, and must be stated, if any, in California [2] and New Mexico [1]. Hawaii, Indiana, Maine, Michigan, and Virginia [2] also make such a statement optional.

Alabama [2] and Wisconsin declare that limits on nonmembership stock transferability must be stated in the articles.

8.03.15 Special Membership Provisions

A variety of topics related to membership and membership stock are addressed by the article contents portion of the statutes. Five of these topics are summarized here, and noted in table 8.03.15. They are (1) membership fee, (2) minimum number of voting shares, (3) membership classification, (4) transferability limits, and (5) general membership stock provisions.

The membership fee charges to new members must or may be noted in the articles according to Alaska, California [2], Iowa [2], Nevada [2], and Oregon.

If a minimum number of shares must be owned to qualify for membership, that number must appear in the articles as found in the District of Columbia and New Mexico [2]. Alaska states merely that the articles may require stock ownership as a prerequisite to membership.

Three statutes (North Dakota, South Dakota, and Wisconsin) say the articles may designate classes of membership and identify which classes of stock are membership stock. California [2] notes an article provision concerning “kind” of membership.

Two statutes (Alaska and Oregon) say that if there are limits on transferability of membership, that limitation must be contained in the articles. Minnesota [1] permits the articles to require board approval for membership transfer.

Nine statutes refer to restrictions on transfers of membership stock as the subject of an article provision. Alaska, Arkansas [3], Maine, and Nevada [2] declare that permission to transfer membership stock must be in the articles, if any. Oregon requires specification of limits on transfer, if any. New York says membership stock or membership shall not be transferable otherwise than as may be prescribed by the statute, the articles, or bylaws.

Utah and Virginia [2] permit provisions concerning issuance, retirement, and transfer of membership stock to appear in the articles, and other general statutory provisions are noted in the table.

8.03.16 Registered Agent

Seventeen statutes, identified in table 8.03.16, direct that the name and address of a registered agent be contained in the articles of incorporation (New Hampshire refers to "clerk"). Alaska and Oregon apply to an "initial agent." New Jersey, included in the dozen, requires the name and address of a person in charge upon whom process may be served.

In addition to a registered agent, New York adds a description of the Secretary of State as resident agent upon whom process may be served. Wisconsin gives the option of an agent's address or the association's principal place of business.

8.03.17 Miscellaneous Provisions

A number of provisions that concern articles of incorporation contents do not fit within the limited categories so far discussed.

The more important ones are collected here, and summarized in table 8.03.17.

Six statutes require the articles to give the dividends paid on the association's capital stock. Among those is South Dakota, which permits the articles to state either a value or that the dividends may be determined by the board of directors. The other five statutes are Minnesota [1], Nebraska [1], New Mexico [2], North Dakota, and Wisconsin.

Alaska, Oregon, and Wisconsin require a statement in the articles that the association is a cooperative. Rhode Island says the article must contain a statement by the incorporators that they desire to incorporate under the provisions of the statute.

The amount of stock subscribed by the incorporators must be stated in the articles according to District of Columbia and Utah, while New York requires a statement that all subscribers are of legal age.

Several statutes have article provisions that apply to voting requirements of various types. Minnesota [1] requires statements to the effect that only holders of common stock shall be restricted to one vote.

California [1] requires a statement that voting power is unequal, if in fact unequal voting power is permitted, and New York calls for a statement of the method upon which power is determined if voting is "proportionate."

California [2] permits the articles to provide for unequal voting in a central organization. Articles under Oregon may require a greater voting proportion than the statute otherwise required for a member's vote.

Vermont says the articles shall provide for voting in person or an alternate only.

Minnesota [1] and Nebraska [1] both require a statement on how net earnings are to be distributed. New York permits the articles to obligate members to sell all or part of their product through the association and to set liquidated damages. Iowa [3] says the articles may permit and regulate voluntary withdrawal from the association. Pennsylvania [1] requires the articles to specify on what days regular meetings are to be held.

8.03.18 Other Provisions

Contents of articles of incorporation are not necessarily limited to those items specifically required or permitted by statute. Many statutes, summarized here and identified in table 8.03.18, make broad allowances for such additional article provisions. Eighteen statutes permit any provision not inconsistent with law, then list several examples of topics that might be included. The language used by most of those statutes, with some variation, is that found in the Standard Act:

"In addition to the foregoing, the articles of incorporation of any association incorporated hereunder may contain any provision consistent with law with respect to management, regulation, government, financing, indebtedness, membership, the establishment of voting districts and the election of delegates for representative purposes, the issuance, retirement and transfer of its stock, if formed with capital stock or any provisions relative to the way or manner in which it shall operate or with respect to its members, officers or directors and any other provisions relating to its affairs."

Utah, Virginia [2], and West Virginia vary somewhat more from the usual language. Georgia and Kentucky [2] state, in addition to the Standard Act terminology, that listed provisions are not to be construed as limiting other rights given by statute.

A somewhat different approach is taken by five statutes (Alaska, North Dakota, Oregon, South Dakota, and Wisconsin) with a statement that:

"It is not necessary to set forth in the articles of incorporation any of the powers granted by [the statute]. The articles may include additional provisions, consistent with law, including provisions which are required

or permitted to be set forth in the bylaws. Any provision required or permitted in the bylaws has equal force and effect if stated in the articles. Whenever a provision of the articles is inconsistent with a bylaw, the articles control.”

8.04 Amendment

Amending articles of incorporation may change the basic nature of the cooperative association as described in the original articles. Amendment must therefore comply with statutory requirements. Summaries of the requirements for amendment, special rules, and filing formalities follow.

8.04.01 Generally

Seventy-three statutes and the Standard Act make special mention of the articles amendment process, noted in table 8.04.01.

8.04.02 Initiation

The Standard Act requires that an amendment to articles of incorporation must first be approved by two-thirds of the directors. This procedure is followed in 30 statutes, as noted in table 8.04.02.

New Mexico [1] and the District of Columbia give an alternative method of initiation. The amendment may either be proposed by two-thirds vote of the directors or by a petition of one-tenth of the association's members. Texas [1] gives a similar alternative without specifying 10 percent for the member petition, leaving the proportion to bylaw specification. Two statutes (Alaska and Oregon) do not specify a two-thirds vote of directors and two statutes (Washington and Wyoming) permit an amendment proposed by a simple majority of the directors. Michigan gives only a petition by one-tenth of the members as a means to initiate amendments.

8.04.03 Membership Meeting

According to the Standard Act, the articles of incorporation “may be altered or amended at any regular meeting or any special meeting called for the purpose.” Forty-seven statutes contain a provision almost identical to the Standard Act, though several do not contain the “for that purpose” clause.

Five statutes (Mississippi [1], New Mexico [1], North Dakota, South Dakota, and Wisconsin) do not distinguish between general or special meetings. Three other statutes (Nevada [2], Pennsylvania [1], and Wyoming) refer only to meetings or special elections called for the purpose of amending articles. Michigan requires the proposed amendment to be submitted to members at the next annual meeting after its initiation by the board, and Nebraska permits approval at any meeting to which the proposed amendment is submitted.

Connecticut [2], Massachusetts [3], Minnesota [1], and Wyoming allow approval by mail, and Rhode Island similarly permits written assent by members.

8.04.04 Notice and Quorum Requirements

Forty-one statutes, noted in table 8.04.04, make explicit a requirement that members receive formal notice of the meeting at which the proposed amendment is to be considered. Of those statutes, 17 require a copy or summary of the proposed amendment be sent to members before the meeting. Some indicate that the exact text of the amendment be sent, others that a summary is sufficient, and still others that those portions of the articles to be changed must also be given to members. In addition to the 17, several statutes say “notice of the amendment” must be sent. It is not possible to conclude how much information about the amendment “notice of the amendment” means.

Eight statutes, noted in the table, specifically require a quorum for the meeting at which an amendment is voted upon.

Arkansas [3] details quorum requirements. In that statute, the quorum (either present or voting by proxy) for amendment to articles of incorporation (or bylaws) is: For associations with 300 or fewer members, one-third of the membership; with 300 to 500 members, 150 is a quorum; with 500 to 1,000 members, 200 members; with 1,000 to 10,000 members, 300 is a quorum; and for associations with more than 10,000 members, the quorum is 500 members. Quorum requirements in other statutes are not detailed.

8.04.05 Membership Approval

The Standard Act and 65 statutes give the proportion of member or stockholder votes needed to approve an amendment to the articles of incorporation. As summarized in table 8.04.05, voting requirements fall into several categories.

The Standard Act rule that a majority of all association members approve an amendment is followed by 14 statutes. Indiana uses the majority rule for voting where voting rights of members are equal, but where voting rights are not equal a majority of votes cast is sufficient to approve an amendment. Louisiana [2] allows the articles or bylaws to establish a higher proportion than the majority otherwise necessary. New Jersey permits votes by delegates to count toward the majority and Rhode Island includes written consent as a method of voting.

Twenty statutes require the affirmative vote of a majority of members or stockholders actually voting on the amendment. Colorado [1], Colorado [2], and Minnesota [1] include those voting by mail. Kentucky [2] and North Carolina [2] recognize proxy voting. North Dakota says that an amendment is adopted when approved by “members holding a majority of member votes cast thereon.”

While 14 statutes require approval by a majority of all members, three statutes, Delaware, Illinois [1], and Florida [2], require two-thirds of all members to vote favorably on a proposed amendment.

Twenty-two statutes specify a two-thirds affirmative vote of members or stockholders actually voting. Four of the 22 make special provision for the case where votes are based on patronage rather than the one member, one vote rule. Those statutes (Hawaii, Maine, New Hampshire, and New York) say if voting is based on patronage, an amendment to the articles must be approved by votes representing a majority of members and, in addition, two-thirds of the patronage votes. Washington [2] requires that at least 25 percent of all members must actually vote before the two-thirds affirmative vote is sufficient to approve an amendment.

No statute requires three-fourths of all members or stockholders to approve an amendment, but Connecticut and Massachusetts [3] require three-fourths of those voting to cast affirmative votes, either in person or by mail. Massachusetts [3] further says that if the approval is based on a mail vote at least three-fifths of all members must actually vote. California [2] requires a vote or written consent representing three-fourths of the voting power. Several statutes contain provisions that differ significantly from the usual requirements.

Arizona requires an amendment to be approved by a majority of “active” members rather than a proportion of all members. Illinois [2] adds a further stipulation to its requirement for vote or written consent by a majority of all members or stockholders. If the directors do not first approve the amendment, two-thirds of all members of the association may, by vote, adopt the amendment nevertheless.

Iowa [3] says its two-thirds of voting members requirement may be modified by the articles or bylaws, and Idaho permits the articles to modify Idaho’s requirement. Louisiana [2] requires majority approval but allows the articles or bylaws to require a higher proportion for approval.

8.04.06 Special Member Voting

The Standard Act describes an articles provision for nonstock associations that may say “whether the property rights and interests of each member shall be equal or unequal; and if unequal, the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed; and provision for the admission of new members who shall be entitled to share in the property of the association with the old members, in accordance with such general rule or rules.”

The Standard Act goes on to say “This provision or paragraph of the articles of incorporation shall not be altered, amended, or repealed except by the written consent or vote of three-fourths of the members.”

Twenty-two statutes, listed in table 8.04.06, contain a similar restriction. Of those twenty-two, four require the vote or written consent of two-thirds of the members rather than three-fourths. Idaho requires only majority approval.

Kentucky [2] permits a vote by proxy on such an amendment. Washington [2] requires the vote or written consent of at least two-thirds of those members voting, provided at least one-fourth of all members actually vote. Florida [2] requires unanimous vote for property and voting rights changes. Maryland requires two-thirds vote of all members or two-thirds vote of the class affected.

8.04.07 Nonmember Voting

Thirteen statutes describe circumstances under which stockholders not ordinarily entitled to vote may do so on a proposed amendment to the articles of incorporation. Seven of those statutes, noted in table 8.04.07, say if the proposed amendment alters the preferences of preferred stock, two-thirds of the holders of that stock must give their written consent to the change. Utah requires only majority approval. The District of Columbia and New Mexico [1] say two-thirds of the holders of preferred stock must vote for approval of an amendment that either alters the preference of existing preferred stock or permits issuance of a new stock class with superior preference.

Alaska, Oregon, and Wisconsin contain more detailed provisions. In those statutes, the right to vote is extended to all shareholders whose interest is affected by the proposed change in articles of incorporation, and the kinds of changes that affect shareholders are listed. An amendment is said to affect stockholders interests if it would: (1) Decrease dividends or change vote setting methods; (2) restrict transfer rights; (3) give preference to other classes; (4) change par value; (5) increase the number of authorized shares of a higher preference class; or (6) require or permit exchange of shares among classes. The requirements for a joint meeting of shareholders and voting members are described by statute. Each shareholder may cast one vote regardless of the number of shares owned, but the statutes permit the articles to give the shareholders one vote for each share of stock held.

For Alaska and Oregon, the proposed amendment is adopted if it receives a majority of votes by members and shareholders entitled to vote where the vote is at a joint meeting of members and voting shareholders. Wisconsin requires a two-thirds vote for members voting on the amendment and, at the same time, a vote of two-thirds of affected stockholders voting on the amendment.

8.04.08 Special Rules

A number of statutes contain special rules or limitations that pertain to articles amendment. These special rules are noted in table 8.04.08.

Seven statutes allow an amendment to the articles of incorporation to increase or decrease the association's capital stock but the amount of stock may not be reduced to a level below the paid-up capital stock existing at the time of the amendment.

Four statutes (North Dakota, Oregon, South Dakota, and Wisconsin) allow an association to restate the articles, eliminating the incorporators' names.

California [1], California [2], Maryland, and Massachusetts [3] apply the general corporation laws of the State to the articles amendment process.

North Dakota, South Dakota, and Wisconsin say a challenge to the amendment must be made within 2 years of its adoption, an amendment does not affect legal causes of action against the association, and bankruptcy rules may modify the articles.

Other special rules are noted in table 8.04.08.

8.04.09 Execution and Filing

After an amendment to the articles has been adopted by the association, it is executed and filed with the appropriate State office. In most cases, the amendment is executed and filed in a manner similar to the initial articles. The specific rules for execution, if any, are listed in table 8.04.09 along with the statutory filing requirements.

Alaska, North Dakota, Oregon, and South Dakota detail the contents of the document to be filed. It must contain the name of the cooperative, the text of the amendment along with other information about the location and effect of the amendment, the date of adoption, the number of members voting for or against the amendment, and information on affected shareholders, if any, and their vote on the amendment. The document must be executed by the president or vice president and by the secretary or assistant secretary, then verified "by one of the officers signing the articles."

North Carolina [2] also contains a list of contents for the filed documents, a list similar to those for the four statutes listed above. Added to the requirements, however, is a statement that approval by the board must follow statutory guidelines.

New York requires an affidavit be affixed to the amendment that states the amendment was authorized by votes required by statute.

Thirty-one statutes make specific reference to execution requirements, and a filing requirement is specifically mentioned in 61 statutes.

CHAPTER 9: BYLAWS

Bylaws are rules an association adopts to regulate business affairs. They are normally more detailed than articles of incorporation, and provide members, officers, and directors guidelines within which their rights and responsibilities are determined. They are rules by which the organization must operate.

This chapter surveys the statutory provisions that pertain to the adoption, contents, and amendment of bylaws.

9.01 Requirement

Thirty-eight statutes make bylaw adoption mandatory in language similar to the Standard Act. Fourteen other statutes require bylaws, using different terminology for the requirement, while 12 statutes that mention bylaws do not state specifically that bylaws are required. The variety of provisions is shown in table 9.01.

The Standard Act provision on bylaw adoption reads: "Each association incorporated under this act must, within thirty (30) days after its incorporation, adopt for its government and management, a code of bylaws, not inconsistent with the powers granted by this act."

Thirteen additional statutes make bylaw adoption mandatory though in different language than the Standard Act. Among those 13 are 3 statutes whose terms appear to be mandatory but may be subject to other interpretation. Alaska and Oregon say initial bylaws of a cooperative shall be adopted by its board of directors. Nebraska [2] says each association "shall make such provision as it may desire or the adoption of its board of directors of a code of bylaws."

Of the 38 statutes with a like term, Nevada [1] and Nevada [2] differ as to the time in which bylaws must be adopted. Nevada [1] and Nevada [3] require bylaws to be adopted within 1 month of incorporation and Nevada [2] specifies 40 days. Arkansas [3] does not specify a time limit. Not all of 13 statutes give a time in which bylaws must be adopted. Of those that do, four (California [2], Pennsylvania [2], Virginia [1], and Virginia [2]) state that the bylaws must be adopted at the initial meeting. Oklahoma [2] provides bylaws must be adopted at a meeting within 40 days after articles of incorporation are filed. North Carolina [2] requires bylaws to be drawn up at the same time as the articles.

Eight statutes contain reference to bylaws that seem to permit, but not require, adoption of bylaws. North Dakota and Wisconsin say the initial bylaws may be adopted by the temporary board of directors. District of Columbia says bylaws shall be adopted by a majority of members voting, though "shall" appears to refer to the voting requirement, not a requirement for bylaws.

Iowa [3] states that directors may adopt bylaws, and Pennsylvania [1] gives association members authority to "make all such bylaws as they may deem necessary for the proper management of the business, property, and affairs"

Whether bylaw adoption is mandatory or only permissive in some statutes mentioned cannot be determined directly from the bylaw provision in the statute.

9.02 Adoption Approval

A majority vote of members or stockholders, or their written assent, is necessary to adopt the association's bylaws according to 20 statutes similar to the Standard Act. Table 9.02 summarizes statutory approval terms. Of those 20, Illinois [2] and Louisiana [2] give optional adoption procedures. In Illinois [2], the board may adopt bylaws. In Louisiana [2], the articles may permit the board to adopt bylaws.

Alabama [2] and Mississippi [1] permit a majority of organizing members named in the articles to adopt bylaws. Pennsylvania [2] says the incorporators shall adopt bylaws. Nevada [2] confers that authority on a majority of the "associates."

A second group of 13 statutes says a majority of members voting may adopt bylaws. Three of these (Hawaii, Maine, and New Mexico [2]) address voting on a patronage basis. If patronage voting is allowed, a vote representing both a majority of members and a majority of the patronage based vote is necessary to adopt bylaws. Nevada [3] requires a majority vote of members or written assent of members representing majority voting power. Florida [1] mentions a notice requirement for the meeting at which bylaws are adopted, and Vermont makes special provision for delegate voting, if used.

Five statutes (Kentucky [2], Maryland, New York, Rhode Island, and Washington [2]) require approval by two-thirds of those members actually voting. Washington [2] states a minimum of 25 percent of all members must vote.

Delaware and Illinois [1] mention adoption at a meeting but set no voting minimum for approval.

Michigan and Oregon place power to adopt bylaws in shareholders or members, respectively, without further elaboration on methods to be used.

Eleven statutes either give the board power to adopt bylaws or provide board adoption as an option to member adoption by direct vote. Iowa [3] and Nebraska [2] say bylaws may be adopted by the board of directors. Illinois [2], Indiana, Louisiana [2], Virginia [1], and Virginia [2] give power to either the board of directors or members, with specified voting requirements. Indiana and Louisiana [2] provide that the articles of incorporation are to specify board or member adoption.

Four statutes contain a somewhat detailed description of the bylaw adoption process. North Dakota and Wisconsin say initial bylaws may be adopted by the temporary board of directors. Thereafter, bylaws may be adopted only by members unless the members adopt a bylaw provision that gives the board authority to adopt bylaws. Any bylaw provision adopted by the board is subject to review by members. Unless bylaws state otherwise, a majority present at a meeting may adopt bylaws provided a quorum is present. North Dakota requires a quorum.

South Dakota contains provisions similar to North Dakota except no reference is made to adoption of initial bylaws by the temporary board. In Pennsylvania [2], the articles or bylaws may describe how bylaws are to be adopted, but, as in North Dakota and South Dakota, bylaws adopted by the board are subject to member approval.

9.03 Time of Adoption

The period in which bylaws are to be adopted was mentioned in the two preceding subsections. Those provisions are summarized as follows:

At time articles are written—1 statute

Within 30 days—35 statutes

Within 1 month—2 statutes

Within 40 days—2 statutes

Before commencing business—6 statutes

At initial or organization meeting—3 statutes

9.04 Filing

Bylaws are not normally filed with a State office. New Jersey, New York, and Virginia [2], however, require a copy of the bylaws be filed with the State Department of Agriculture, as shown in table 9.04. Texas [2] requires filing with the Secretary of State's office.

Virginia [2] also requires a copy be filed with the Director of the State Agricultural Extension Division. Nevada [1] and Nevada [3] say all bylaws in force "must be copied legibly in a book called the Book of Bylaws, kept at all times for inspection in the principal office. Until so copied, they shall not be effective or in force."

9.05 Bylaw Purposes

Fifty-two statutes state the purposes of bylaws. Thirty-four of these statutes are similar to the Standard Act, which says the cooperative may adopt bylaws for its "government and management." The other statutes similiary describe purposes as self government, regulation and manage-

ment of the cooperatives' business and affairs, and establishment of rules for the management of the business, property, and affairs of the association. Provisions are summarized in table 9.05.

9.06 Contents

Many statutes give a list of subjects that may be addressed in the bylaws. Others, however, either make a general statement about contents or make no reference at all.

Table 9.06 notes those statutes with a list of either permissive or mandatory topics for the bylaws.

Two statutes (Arkansas [1] and Kansas [1]) say the cooperative "shall formulate bylaws prescribing the duties of the directors and officials; the manner of distributing the profits of its business; the manner of becoming a member; and such other rules and instructions to its officials and members as will tend to make the corporation an effective business organization." Iowa [3] says bylaws may deal with fiscal or internal affairs of the association.

In overview, bylaw contents are addressed several different ways by the various statutes. Bylaw provisions may be mandatory or permissive. Some statutes require listed subjects to be included in the bylaws, though the exact content is not always specified. Other statutes (the great majority) only list items that *may* be included in the bylaws. In some circumstances the statute does not clearly indicate whether a provision is mandatory or permissive.

Items that must appear in the bylaws or are mentioned as possible bylaw provisions are not always found together in the statutes. Often a section that deals substantively with a topic will mention bylaws as the means to define or describe rules and relationships in the organization.

Subjects analyzed in this section are mentioned in some way as bylaw contents by various statutes. The tables note whether a provision seems to be mandatory or permissive, and give the statutory citation. Specification, if any, of what bylaws must or may say on each topic will be found in the sections relating to that subject.

9.06.01 Entrance, Organization, Membership Fee

Thirty-one statutes contain a provision exemplified by the Standard Act. It identifies as a possible bylaw topic "the amount of entrance, organization, and membership fees, if any; the manner and method of collection of the same; and the purposes for which they may be used."

New Jersey and Oklahoma [1] make such a bylaw provision mandatory. Five additional statutes (Colorado [1], Massachusetts [3], Mississippi [1], Nevada [1], and Nevada [3]) mention only the amount of entrance or membership fees. New Mexico [1] and Rhode Island, in broader terms, refer to methods and terms of admission, and any matter or thing rela-

tive to members, respectively—both of which could include membership and entrance fees. Statutory references are identified in table 9.06.01.

9.06.02 Member Admission Conditions

Most statutes (a total of 58) make reference to bylaw provisions that may describe conditions for member admission. The Standard Act has two such references.

The more direct reference is in the bylaw contents section. It says each association, under its bylaws, may provide for “the number and qualification of members or stockholders of the association and the conditions precedent to membership or ownership of common stock.” Elsewhere the Standard Act permits admission of only agricultural producers under the terms and conditions prescribed in the bylaws.

Thirty-four statutes have provisions similar to the Standard Act’s bylaw content section. Oklahoma [1] makes such a bylaw provision mandatory.

Of the remaining statutes, six appear to require a bylaw provision regulating membership admission and qualification while the rest appear to permit, but not require, such a provision. Pennsylvania [1] says only that bylaws may permit minors to hold shares and vote.

9.06.03 Regular or Service Charges

Thirty-one statutes note that bylaws may specify charges, if any, to members. In the language of the Standard Act, bylaws may indicate the “amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection”

Other statutes permit similar bylaw contents, but do not use the Standard Act’s terminology. Arizona and Massachusetts [3] permit inclusion of terms on annual dues and assessments, and Nebraska [1] permits annual contribution terms, while Rhode Island contains a general provision on any “matter or thing” relating to members. Iowa [2] requires bylaw description of dues, assessments or service charges, and Nevada [1] and Nevada [2] have similar terms.

New Jersey contains a Standard Act-like section but makes its inclusion mandatory. A total of 37 statutes refer to bylaw provisions relating to regular or service changes, identified in table 9.06.03.

9.06.04 Property Rights or Interests

Eleven statutes, noted in table 9.06.04, say bylaws may contain a provision setting out relative rights, interests, and preferences of members. In-

cluded in this number are Arizona, which states the general rule applicable to all members must be in the bylaws, and Rhode Island's general statement on anything relating to members. New York says the provision may be contained in either the articles or bylaws.

9.06.05 Cessation of Membership

The Standard Act states the bylaws may give "the conditions upon which and time when membership of any member shall cease; the method, time and manner of permitting members to withdraw or the holders of common stock to transfer their stock; the manner of assignment and transfer of the interest of members and of the shares of common stock." Thirty statutes include a similar term.

A total of 39 statutes contain a withdrawal provision. Eighteen additional statutes refer to bylaw provisions on cessation of membership using different terminology.

9.06.06 Suspension of Membership

Under the Standard Act, bylaws may provide for "the automatic suspension of the rights of a member when he ceases to be eligible to membership in the association; and the mode, manner, and effect of the expulsion of a member."

Thirty-one statutes contain similar terms. Six statutes say bylaws may specify the "mode, manner, and effect of expulsion." Nine other statutes include a more general item on loss of membership. The Rhode Island provision on any matter relating to membership termination is also included. The total number of statutes with a provision on this subject is 48. They are noted in table 9.06.06.

9.06.07 Member Interests at Termination

Forty-five statutes, noted in table 9.06.07, make reference to a bylaw provision to determine a member's interest in the association when membership is terminated. Thirty-one follow Standard Act terminology: "the manner of determining the value of a member's interest and provision for its purchase by the association upon the death or withdrawal of a member or stockholder, or upon the expulsion of a member or forfeiture of his membership, or, at the option of the association, the purchase of (sic) a price fixed by conclusive appraisal by the board of directors." Modifications are made to a Standard Act type provision in Nevada [1], Nevada [2], Nevada [3], North Carolina [2], and West Virginia.

Nine statutes refer to bylaw provisions on interest at termination in more general terms. Hawaii, Maine, and Utah include time of payment as a bylaw provision. Oklahoma [1] makes mandatory a provision in the bylaws about the method used to ascertain a member's interest in association assets. In more general terms, Rhode Island includes any matter relative to members or membership termination, and Wisconsin includes conditions and terms of membership termination.

9.06.08 Appraisal of Interest

When membership is terminated, the interest of former members in the association must be determined. Twenty-five statutes, noted in table 9.06.08, provide that bylaws may address the issue. All except New Jersey use language similar to the Standard Act, which states “Each association, under its bylaws, may provide for any or all of the following matters: . . . In case of the withdrawal or expulsion of a member, the board of directors shall equitably and conclusively appraise his property interests in the association and shall fix the amount thereof in money, which shall be paid to him within 1 year after such expulsion or withdrawal.” Six statutes modify the provision and New Jersey makes rules for ascertaining and paying the value mandatory in the bylaws.

9.06.09 Member Meetings Generally

Fifty-three statutes, in table 9.06.09, list rules about membership meetings as possible subjects of a bylaw provision. Almost all (43) follow the Standard Act list of “time, place, and manner of calling and conducting its meeting” with some variation. Delaware, New Jersey, North Carolina [1], Oklahoma [1], and Pennsylvania [2] require such provisions in the bylaws. Ten statutes use different language to note a bylaw provision on meetings.

In a specific reference to meeting notice, 42 statutes follow the Standard Act permitting bylaws to give notice by publication rather than by mail. The Standard Act reads: “Each association under its bylaws, may provide for any or all if the following matters: . . . The time, place and manner of calling and conducting its meetings . . . Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least 10 days prior to the meeting; provided, however, that the bylaws may require instead that such notice may be given by publication in a newspaper of general circulation, published at the principal place of business of the association.”

9.06.10 Annual Meeting Requirement

Thirty-six statutes require a bylaw provision for annual meetings in language similar to the Standard Act, which states: “In its bylaws, each association shall provide for one or more regular meetings annually.” Those statutes and other references to annual meeting bylaw provisions are shown in table 9.06.10. Ten additional statutes note meeting provisions using different terminology.

9.06.11 Quorum

Forty-two statutes say bylaws may state the number of stockholders or members making up a quorum at member meetings. New Jersey and North Carolina [1] require such a provision.

Three statutes (Michigan, Minnesota [1], and Nebraska [1]) permit a specification of quorum to be in either the articles or the bylaws. Six statutes (Alaska, Montana [1], North Dakota, Oregon, South Dakota, and Wisconsin) say bylaws are to state a quorum if the quorum desired by the association is greater than that required by statute. Maryland, Montana [2], and New York use somewhat different terminology to describe the bylaw quorum provision. A total of 35 statutes, noted in table 9.06.11, contain reference to bylaw provisions.

9.06.12 Proxy and Mail Voting

Statutes are varied in their references to bylaw provisions on voting by proxy or mail. The single largest category into which statutory provisions on the topic fall is exemplified by the Standard Act. It reads: "Each association, under its bylaws, may provide for any or all of the following matters: . . . The right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effects of such votes." Kansas [2] adds to a similar provision a statement that the bylaws may take away the right to vote by proxy or mail. Thirty-three statutes note a bylaw provision for mail or proxy voting rules.

Eleven statutes refer only to mail voting, while Florida [2] refers specifically to proxy voting but not mail voting.

Michigan and Pennsylvania [2] refer to both but locate such a provision in either the bylaws or articles of incorporation. District of Columbia refers to an articles or bylaws provision on mail vote quorum. Iowa [3] says the articles or bylaws may permit a signed written vote with given conditions, and New Mexico [2] refers to mail voting.

Other statutes use more general language to identify voting practices. The terms "manner of voting" or "voting methods or procedures" as bylaw topics may include proxy or mail voting rules. It is necessary, however, to look elsewhere in the law to determine rules for such statutes.

Fifty-seven statutes address the issues of proxy or mail voting bylaw provisions, whether explicitly or implicitly. They are noted in table 9.06.12.

9.06.13 Director Election by District

Fifty-six statutes mention provisions in association bylaws that may specify districting for purposes of director election, the use of delegates, or separate district election meetings. They are summarized in table 9.06.13. The Standard Act exemplifies the terminology used in 38 statutes. It states: "The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates elected by the members in that district. In such a case, the

bylaws shall specify the number of directors to be elected by each district, the manner and method or reapportioning the directors and of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to such districts and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be considered final as to the association.”

Eighteen other statutes specifically mention voting districts as a possible bylaw item. Several of these use general terms to describe what the bylaws may contain pertaining to director election, terms that probably include districting if otherwise permitted by law. Among the 18, Minnesota [1] and New Mexico [1] (“unit” voting) say such a provision may be in either the articles or bylaws.

Delaware, in a somewhat unique provision, says “the bylaws may provide a system for the nomination of directors by representative body or council, or otherwise, and for their election, either at large or by districts, by votes cast by stockholders in districts or local organization with the return of the votes to the central office for tabulation.”

9.06.14 Public Directors

Twenty-five statutes let the bylaws provide that one or more directors may be appointed by a public official or by the other directors to represent primarily the interests of the general public. They are identified in table 9.06.14. The Standard Act contains such a provision. Several statutes do not contain the reference to representation of the public interest. Virginia [2] makes a provision for public directors mandatory. Colorado [1] allows the bylaws to provide for nonmember directors.

9.06.15 Qualifications, Duties of Directors

A total of 61 statutes address some aspect of directors’ qualifications, compensation, and duties. The range of provisions is noted in table 9.06.15. The majority of statutes contain terminology similar to the Standard Act, which states the bylaws may provide for “qualifications, compensation and duties and term of office of directors and officers.”

9.06.16 Director’s Term of Office

Sixty-seven statutes, noted in table 9.06.16, identify the directors’ term of office as a possible subject of a bylaw provision (required in New Jersey and possibly New York). Five statutes (Connecticut [1], Delaware, District of Columbia, Indiana, Texas [1], and Wyoming) make specific reference to staggered terms. North Dakota, South Dakota, and Wisconsin say bylaw provisions may codify statutory terms, and Rhode Island makes general reference to any matter relative to directors.

9.06.17 Directors' Quorum

As shown in table 9.06.17, 50 statutes indicate bylaws are an appropriate place to specify the number of directors constituting a quorum at a director meeting. Delaware, New Jersey, and Oklahoma [1], among the 50, make such a provision mandatory.

9.06.18 Board Committees

Twenty-five statutes are similar to the Standard Act with respect to a bylaw provision on board committees. Bylaw provisions may establish an executive committee in the board of directors, describe its functions, and grant it powers to act. Nine additional statutes refer to bylaw board committee provisions. The 34 statutory references on committees are noted in table 9.06.18.

9.06.19 Qualifications, Duties of Officers

Fifty-four statutes identify qualifications, compensation, duties or terms of office of cooperative officers as possible subjects of a bylaw provision. Six of the 54 make all or some provisions mandatory, and Michigan says terms may be in either the articles or the bylaws. Rhode Island, in broad language similar to that for members and directors, permits a bylaw provision on any matter or thing relating to officers. Statutes are identified in table 9.06.19.

Most of the statutory references to officer bylaw terms are included with those on director bylaw terms as exemplified by the Standard Act (see section 9.06.15 for Standard Act text). Not all parts may be equally appropriate for both officers and directors.

9.06.20 Charge for Services

Thirty-five statutes indicate bylaws may describe service charges. Standard Act language is followed in most, and in two statutes (New Jersey and Oklahoma [1]) a bylaw term is mandatory if service charges are used. The Standard Act reads: "Each association, under its bylaws, may provide for . . . the amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder or services rendered by the association to him and the time of payment and the manner of collection." Statutes on this topic are identified in table 9.06.20.

9.06.21 Marketing Contract

The marketing contract between the cooperative and its members and patrons may be the subject of a bylaw provision. Statutes that associate the marketing contract with the bylaws are noted in table 9.06.21. Thirty statutes follow language of the Standard Act, which says the association,

under its bylaws, may provide for “the marketing contract between the association and its members or stockholders which every member or stockholder may be required to sign.”

Massachusetts [3] allows bylaws to contain an approved or established form of marketing contract, while Pennsylvania [2] permits rules under which contracts may be made. Arizona addresses the problem raised when the marketing contract, part of the bylaws, expires. The board of directors may revise the bylaws to be in effect in the next contract period. The new bylaws are effective after 30 days’ notice of the change unless more than 50 percent of the members have filed written objections to the new contract bylaw term.

Thirty-nine statutes contain a reference to bylaw marketing contract provisions.

9.06.22 Liquidated Damages

By specific reference, 38 statutes, identified in table 9.06.22, permit bylaws to include a term rather unusual for bylaws—damages for breach of the marketing agreement.

Most statutes are similar to the Standard Act, which states “bylaws or the marketing contract may fix, as liquidated damages, specific sums to be paid by the member or stockholder to the association upon the breach by him of any provision of the marketing contract regarding the sale or delivery or withholding of products”

9.06.23 Net Margins Distribution

Thirty-three statutes specifically identify bylaws as a place to describe methods used by the association to determine and distribute net margins to patrons.

Most statutes use permissive terms to describe bylaw provisions, though in many cases a provision may be mandatory. Table 9.06.23 shows the variety of references to net margins distribution bylaw provisions.

9.06.24 Investment of Reserves

Thirty-nine statutes indicate bylaws may describe some aspect of reserves the association may have, particularly their investment. The Standard Act also contains such a reference. Table 9.06.24 notes a variety of provisions on the topic.

9.06.25 Stock Ownership Limits

Twenty-four statutes permit bylaws to limit the amount of stock one member may own. The majority of these (17) say bylaws may limit

ownership to an amount less than the amount set by statute as a maximum. Others make reference to limitation of ownership generally. Michigan identifies either the articles or bylaws as sources of limitation. Pennsylvania [2] and Rhode Island have general terms with respect to bylaw rules for issuance of stock.

9.06.26 Stock, Membership Transfer Restrictions

Fifty-two statutes, shown in table 9.06.26, refer to bylaw provisions concerning the transfer of membership stock or memberships.

Twenty-four are similar to the Standard Act, which is mandatory. It says "bylaws shall prohibit the transfer of the common stock of the association to persons not engaged in the production of the agricultural products handled by the association."

Twenty-two statutes list regulations on transfer as a permissive term in the bylaws. Seven statutes indicate membership stock may be transferred only as provided in the bylaws (or articles in Arkansas [3], Kentucky [2], New Jersey, and New York). Minnesota [1] requires the bylaws to provide for first rights of purchase for any class of stock. Remaining statutes noted in the table are more general.

9.06.27 Dividends on Stock

Six statutes mention payment of dividends on stock as a possible bylaw provision subject. They are noted in table 9.06.27.

9.06.28 Other Provisions

Twenty-two statutes contain references to bylaw provisions for purposes not itemized in the statutes. Most of these items, noted in table 9.06.28, permit bylaw provisions necessary and proper for managing the cooperatives' affairs. Others vary in their characterization of such provisions, as summarized in the table.

9.06.29 Violation of Bylaws

Forty-one statutes specifically mention a bylaw term that prescribes penalties for violation of bylaw provisions (separate from marketing agreement violations).

Michigan states that a 5-year failure to return dividends required in the bylaws justifies dissolution. Iowa [3] and Nevada [3] say members may be expelled for bylaw violations. Minnesota [1] says the board of directors may require membership stock be surrendered for repeated, intentional violations of bylaws. New Hampshire says reasonable penalties may be prescribed, and Pennsylvania [1] permits fines for breach of bylaws or business rules.

9.07 Amendment of Bylaws

Nine statutes indicate procedures for amendment of bylaws may be in the bylaws, and six require it. Seven statutes make only general reference to bylaw amendment. Amendment provisions are summarized in table 9.07.

Thirteen statutes require a majority vote of members voting at a meeting or their written assent. Texas [1] requires a simple majority vote of members unless the articles or bylaws increase the proportion. California [1] requires a majority of voting power. Nevada [2] requires approval of a majority of all members, not just those voting.

Several statutes have rather special provisions concerning bylaw amendment. Idaho requires a two-thirds approval of members voting at a member meeting, but at the same time requires a majority vote of all mail votes. Iowa [3] specifies a 75 percent director vote or a 75 percent approval of voting members or voting as specified in the articles or bylaws.

Rhode Island, Virginia [1], Virginia [2], and Washington [2] require two-thirds approval of voting members. Maryland requires a vote of two-thirds of persons voting in person or by mail. Washington [2] adds the condition that at least 25 percent of the members vote. Michigan says that one-tenth of the members may propose bylaw amendment. It is then subject to approval at an annual meeting.

Fourteen statutes mention boards of directors power to amend bylaws. Various descriptions of board bylaw amendment are summarized in table 9.07.

CHAPTER 10: MEMBERSHIP

The legal relationship between members and their cooperative association is a central theme of cooperative law. This chapter singles out those features of cooperative incorporation statutes that describe characteristics of members, their relationship with the association, and termination of membership.

10.01 Member Defined

In most cases, it is relatively easy to identify who an association's members are. Because of variations in the membership arrangement, however, statutory definitions are essential. Statutory provisions on member and active member definitions are summarized in this section. References to statutes are given in table 10.01.

Thirty-one statutes say a member shall include actual members of associations without capital stock and holders of common stock in associations organized with capital stock. Five additional statutes (Arkansas [3], Kentucky [2], Maryland, Rhode Island, and Virginia [2]) are similar, defining a member to be a holder of membership in an organization without capital stock or a holder of common stock in a stock association. Kentucky [1] and Missouri [1] apply only to nonstock associations, while Minnesota [1] applies only to stock associations.

Alaska, North Dakota, Oregon, South Dakota, and Wisconsin describe a member as a person who is qualified and accepted into membership. Nebraska [2] and New York identify members as those holding certificates of membership.

Arizona defines an "active member" as one growing a product handled by the association who, during the previous year, delivered products to the association.

Other definitions of association member are noted in table 10.01.

10.02 Fostering Membership

Four statutes specifically give the cooperative association power to foster membership by advertising, education, or other lawful means. Statutes are identified in table 10.02.

10.03 Qualifications

The statutes may refer to qualifications required to become an association member. Generally this reference is made in two ways. First, the statute may recognize the role of the organization itself to establish qualifications for membership. This is typically done in the bylaws. Second, a statute may describe qualifications either as limiting membership or extending it by specific reference to examples of organizations or persons that qualify.

10.03.01 Bylaws

Specific statutory reference to bylaw member qualifications provisions have been noted in section 9.06. In addition, 39 statutes permit the association to admit members or issue common stock to qualifying persons "under the terms and conditions prescribed in the bylaws." Fifteen other statutes, summarized in table 10.03.01, have provisions varying from the Standard Act provision.

10.03.02 General Organization

Language in many statutes indicates the kinds of organizations eligible to become cooperative members. Some statutes provide that members may be either natural or legal persons, without further qualifications on the types of legal person contemplated.

Many statutes first mention "persons" as members, then add a definition of persons. Thirty-eight statutes provide a definition of the "person" who may be an association member. The kinds of persons that qualify for membership vary somewhat but there is considerable similarity. Most statutes include individuals, firms, partnerships, corporations, and associations, as shown in table 10.03.02.

When definitions of "person" are combined with direct references to organization membership, a total of 32 statutes with a definition include "firm" and 42 include partnerships. Fifty-three statutes permit an association to have another association as a member. All 38 statutes save one (Alabama [2]) include "corporation" in the definition of person. When 10 other statutes that mention corporations as members are added, a total of 47 statutes specifically permit corporations to be members of the association.

No statute specifically excludes corporations from membership by definition, though Iowa [3] permits incorporation by only individuals and other associations.

Nebraska [2], Oklahoma [1], and Rhode Island include two or more persons with a joint or common interest. Similarly New York includes two or more persons acting together.

In addition to individuals, firms, partnerships, and corporations, Indiana includes as permissible members business trusts, executors, administrators, receivers, bodies politic, and political subdivisions. Oregon includes joint stock companies, trusts, and estates. North Dakota, South Dakota, and Wisconsin include bodies politic.

Sixty-nine statutes make some reference to membership organizational qualifications.

10.03.03 Person

Statutory definitions of "persons," used in the previous subsection analysis, are summarized in table 10.03.03.

10.03.04 Landlord and Tenant

Membership qualification when a landlord-tenant relation exists is addressed in a substantially identical manner in 42 statutes. All generally permit membership of "lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent all or part of the crop raised on the leased premises."

Statutes in which the provision is contained are identified in table 10.03.04.

10.03.05 Producer

One of the more important distinguishing features of a State's incorporation statute for cooperative associations is a requirement that all members be farmers. By this criteria 48 of the 86 statutes are classified as farmer cooperative association statutes. Provisions are summarized in table 10.03.05.

Some variation exists among statutes on how the requirement is stated. Forty statutes are similar in their requirement that members may only include persons engaged in the production of agricultural products to be handled by or through the association. Arkansas [3] and Utah are similar with a producer requirement.

Five statutes with a Standard Act-like requirement expand the membership requirement slightly. Arizona includes any corporation regularly financing agricultural production. Indiana includes those employed by a farmer or agricultural cooperative, stockholders of associations engaged in agriculture, corporations if more than half their business is agricultural and political subdivisions engaged in the production of agricultural products. Idaho, Iowa [3], and New Hampshire include producers if they use supplies and services of the association.

Hawaii, Maine, and Virginia [2] limit membership to "bona fide" producers. Illinois [2], in its definition of cooperative association, requires "substantially all" members be farmers. Kansas [2] limits voting membership to farmers but opens associate or sustaining nonvoting membership to anyone. Voting stock, whether common or preferred, must only be held by producers of agricultural products according to Mississippi [1]. Louisiana [1] requires the produce to be grown by the producer. Delaware includes "and other allied occupations."

10.03.06 Other Provisions

Several statutes, noted in table 10.03.06, contain other provisions that relate to membership qualifications. Variation among the 17 statutes listed are shown in the table.

10.04 Membership Fee Statement

Five statutes require the membership fee to be specified in the articles of incorporation. In a far more common situation, statutes permit bylaws to set out membership fees, terms of their collection, and purposes for which they may be used. Notations on contents and section numbers are found in sections relating to contents of articles and contents of bylaws.

10.05 Documents

Membership certificates and certificates representing shares of stock are two general documents that evidence membership in nonstock and stock associations, respectively. Many statutes give requirements concerning issue and form of these documents.

10.05.01 Membership Certificates

Fifty statutes provide for membership certificates for nonstock associations. Provisions for certificates, most of which are similar to the Standard Act, are noted in table 10.05.01.

10.05.02 Stock Certificates

Common stock (stock that usually carries the voting power) is typically represented by stock certificates. The terms common stock and membership stock usually are used interchangeably. Alaska (10.15.020(a)) and Oregon (62.015(1)(9)) define membership stock as that class of stock that must be owned for membership.

A majority of statutes require that certain information be printed on the face of membership stock certificates.

The most common requirement is that any limitation on transfer of membership stock to producers be printed on the certificate itself. Most statutes say "the bylaws shall prohibit the transfer of the common stock of the association to persons not engaged in the production of the agricultural products handled by the association; and such restrictions must be printed upon every certificate of stock subject thereto."

Twenty-seven statutes with a similar term are shown in table 10.05.02. New Jersey says the restriction may be printed on a separate document and affixed firmly to the certificate.

Other statutes require additional information. Alaska, North Dakota, Oregon, South Dakota, and Wisconsin require signatures, name, shares, par value, classes, and relative membership rights, in addition to any restriction on transfer. Wisconsin permits a summary of the information and a statement that such information will be furnished on request.

Delaware requires a statement that membership stock will be redeemed if the member ceases to patronize the association for 12 months. The fact

that sale or transfer of stock must be approved by the association is also required on the certificate. District of Columbia requires a statement on voting, voting by proxy, and stock repurchase.

Under Iowa [3], dividends on capital stock must be stated on the certificate, as must restrictions or limitations on ownership, voting transfer, redemption or cancellation of membership stock certificates.

Michigan requires a condensed statement of every article or bylaw that in any way limits the shareholder's right to assign or transfer shares or to vote the total number of shares held at meetings of the association, or that forbid voting by proxy. Similarly, Maryland, New Mexico [1], and Texas [1] refer to statements embodying terms of the statute applying to voting, vote by proxy; or limitations on transfer must be printed on each certificate. Vermont requires a statement of any restriction on voting.

Pennsylvania [2] permits a statement on the certificate's face that indebtedness is a lien, and requires specification of any restrictions on transfer, sale, or any options retained by the association.

Six statutes provide for replacement of missing certificates. They are Alaska (10.15.115), North Dakota (10-15-23), Oregon (62.245), South Dakota (47-16-31,32), and Wisconsin (185.23).

10.06 Member Rights

Several aspects of the general rights of members of cooperative associations are addressed in various statutes. Statements about property rights may be required in the articles or permitted in the bylaws. Article or bylaw contents on property rights have been previously noted. Such provisions usually apply to nonstock cooperatives where the interests of members are not defined by a share of stock. Other aspects of member rights are summarized in this section. They are treatment on admission, contributions of members, and limits on liability.

10.06.01 Treatment on Admission

Member rights are mentioned in cooperative incorporation statutes in many contexts. A statement about member rights on admission to a nonstock association is an important statement of member rights. In connection with the required contents in the articles of incorporation, the phrase "who shall be entitled to share in the property of the association with the old members, in accordance with . . . general rule or rules" may be described in the bylaws according to the Standard Act. The general rule or rules "by which the property rights and interests, respectively, of each member may and shall be determined" are to be "applicable to all members." These indications of member treatment are found in 41 statutes, shown in table 10.06.01. Many of these, identified in the table, do not associate equal treatment provisions with the admission process. Other statutes have more general statements of member rights.

10.06.02 Contributions of Members

Charges for services performed by the association are mentioned in many statutes as a permissible bylaw provision. The Standard Act provision, similar to most such sections, reads: "The amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection." References to statutes on the topic are found in section 9.06.

10.06.03 Limits on Liability

One of the characteristics of a corporation is the limited liability of stockholders for debts of the corporation. A stockholder is normally not required to make good on obligations of the corporation in excess of unpaid investment. Sixty-four statutes, summarized in table 10.06.03, confirm this principle in the case of a cooperative corporation. Of those, 30 use terminology similar to the Standard Act. It reads: "No member shall be liable for the debts of the association to an amount exceeding the sum remaining unpaid on his membership fee or his subscription to the capital stock, including any unpaid balance on any promissory notes given in payment thereof."

North Dakota, South Dakota, and Wisconsin include members, stockholders and patrons in the protected class. Delaware and Mississippi [1] include officers. Iowa [3] and Missouri [2] say members' private property is exempt from execution for association debts.

Some statutes restrict freedom from liability. New Mexico [1] provides assignment of an unpaid subscription will not release the original subscriber from liability. Delaware, New York, and Pennsylvania [2] place obligation for labor performed for the organization in a special category, and do not limit shareholder liability for the obligation. Missouri [2] includes sums due on marketing contracts as the measure of personal liability. Montana [2] places a lien on member's land for corporate debts and sets limits on liability.

10.07 Other Associations

The definition of a member typically includes "association" as a qualifying organization. Organizational qualifications were summarized in section 10.03.

In addition to association references in member qualifications provisions, 42 statutes state, in a separate provision, that associations may become members of other associations. The most common provision, which says one association may become a member or stockholder in another association, is noted in table 10.07, along with other ways in which a similar meaning is conveyed. Statements that one association may invest in the stock of another association are included in this topic.

10.08 Membership Transfer

Restrictions on the transfer of membership or membership stock from a member to someone else are relatively common in agricultural cooperatives. Many statutes address aspects of the topic.

10.08.01 Articles of Incorporation

Statutory provisions related to articles of incorporation and bylaw contents on transferability of membership or membership stock were noted in section 8.03 (articles) and 9.06 (bylaws). Table 10.08.01 summarizes statutory requirements making the articles of incorporation a source of transfer restriction. Twenty-eight statutes contain an articles reference on transferability.

10.08.02 Bylaws

The majority of statutes that identify membership or membership stock transfer as a bylaw topic are of two types. The first is a requirement that bylaws contain a specific limitation on transfer to nonproducers. A second group of statutes permits bylaws to describe producers and requirements for transfer. Section 9.06 identifies the role of bylaws provisions in membership transfer.

10.08.03 Nonstock Associations

Membership in nonstock associations and common or membership stock in stock associations have many similar characteristics. However, they are normally treated separately in the statutes.

Six statutes, noted in table 10.08.03, say membership is nontransferable except as provided in the association's articles or bylaws. Five statutes require board of director approval of any transfer. Eight statutes simply prohibit transfer of membership.

10.08.04 Common Stock

Fifty-one statutes mention restrictions on transfer of membership stock, noted in table 10.08.04. Twenty-three contain a requirement that bylaws must prohibit transfer of common stock "to persons not engaged in the production of the agricultural products handled by the association." Six additional statutes similarly prohibit transfer to nonproducers of agricultural commodities. Eight statutes limit transfer to persons qualified and eligible to be members.

Colorado [1] and Nebraska [1] state the association has power to limit common stock transfer. Alaska, Maryland, Michigan, New York, and Oregon say the articles or bylaws may limit transferability. New York includes member contracts. Illinois [1] and North Carolina [1] give procedures for transfer. New Jersey prohibits transfer of membership stock.

Seven statutes permit transfer of membership stock only upon approval by the board of directors (Delaware says approval of the “association”).

10.09 Termination of Membership

Membership in a cooperative association may end several ways. Termination of membership presents a number of problems to the association. State cooperative incorporation statutes that address some of these issues are the subject of this section.

10.09.01 Cessation

Membership may cease by death, withdrawal, suspension, expulsion, or other means depending on how the association operates. Almost all statutes mentioning cessation of membership do so in the context of a permissible bylaw provision. According to the most common statutory provision, bylaws may cover conditions upon which membership may cease, a time at which membership shall cease; method, time, and manner of permitting members to withdraw, or holders of common stock to transfer their stock, and the manner in which members’ interest or shares of common stock may be assigned or transferred. Fifty-two statutes, noted in table 10.09.01, mention association rules for membership cessation.

10.09.02 Suspension, Expulsion

As in rules for cessation of membership generally, most statutes refer to suspension and expulsion of members in the context of a bylaw provision, usually permissive. Membership suspension and expulsion are not clearly distinguished from one another in most statutes.

Thirty-six statutes indicate suspension of membership rights may be made automatic when the member ceases to be eligible for membership. Similarly, 37 statutes say the association may establish the “mode, manner, and effect of the expulsion of a member.” Fifty-one statutes note that procedures for termination may be as provided in the bylaws.

Six statutes include nonpatronage as a reason for loss of membership. Delaware requires the association to repurchase stock of members who do no business with the association for 12 months; and a similar 12-month period is established in Pennsylvania [2] for both stock and non-stock associations. Other statutes give no definite period of nonpatronage, while the District of Columbia specifically notes that the period may be in the bylaws.

Iowa [3] is more specific than other statutes concerning reasons for member expulsion. It states the board of directors may expel a member who has attempted to transfer stock or has wilfully violated any article or bylaw provision that makes expulsion a penalty for violation. The District of Columbia and New Mexico [2] note voting requirements for

expulsion, both requiring a majority vote of members at a meeting about which the member in question has been informed and after being given an opportunity to respond. New Jersey says a two-thirds vote of the board of directors is required to expel a member “for cause.”

Suspension or expulsion are addressed directly in 59 statutes, noted in table 10.09.02.

10.09.03 Member Rights

None of the statutes spell out in great detail the rights of a member on termination of membership, though a majority of statutes make reference to rights at termination. Common references include a general reference to bylaw descriptions of members’ interests, valuation of the interest, and payment requirements when membership ceases. These topics are summarized in this subsection and subsections 10.09.04 through 10.09.06.

Thirty-eight statutes, noted in table 10.09.03, mention a bylaw provision for purchase of a member’s interest at membership termination. Alaska and Wisconsin permit the bylaws to provide for “conditions and terms” of termination. Arizona says bylaws may establish members’ interest on termination and a similar term is found in District of Columbia.

New York provides that, under bylaw direction, the member shall surrender membership “on payment.” Oklahoma [2] gives members the right to receive the value of their membership, subject to board approval. Six statutes say there is no obligation to pay members if a satisfactory transfer of interest has been made.

Other provisions are summarized in table 10.09.03.

10.09.04 Valuation in Bylaws

Statutory assignments of valuation methods to bylaw specification are found in section 9.06.

10.09.05 Valuation

The task of appraising the value of interest a withdrawing member has in the cooperative is specifically given to the association’s board of directors in 37 statutes, summarized in table 10.09.05. The usual statement is that the board shall equitably and conclusively approve the member’s property interests in the association, and shall “fix the amount thereof in money,” found in 23 statutes.

Florida [2] describes appraisal only in case of expelled members. Kentucky [2] permits appraisal unless the bylaws provide otherwise. New Hampshire and Vermont place limits on board appraisal, stating the price or value of stock may not be determined by any board on which the association has any greater voice than the member or member representative.

West Virginia gives an alternative to board appraisal, that of a sale at public auction. The value of sold interest, whether purchased by the association itself or someone else, is to be returned to the withdrawing member.

Three statutes are somewhat more specific about the value of member interest at membership termination. Iowa [3] requires payment of par value, but in no case more than the issue price, in case of termination by expulsion, death, or ineligibility. Nevada [1] mentions book value for repurchase of membership. New York establishes payment of par value or "otherwise designated" value and any accrued dividends, as may appear in the accounting at the end of the current fiscal year. Pennsylvania [2] requires payment of par value in the case of stock, but calls for board appraisal for nonstock associations.

10.09.06 Requirement to Pay

Statutes with specific references to a requirement that the association pay members' interests are summarized in table 10.09.06.

Fifteen statutes require the association to fix the amount of members' interest in money, and pay the amount to the member within 1 year after withdrawal or expulsion. Arizona requires payment within 3 years.

Five statutes (Hawaii, Louisiana [1], Maine, Missouri [1], and Virginia [2]) permit the association to fix the time in which the member's interest is paid. Two place limits on the period. New Jersey requires a bylaw provision. Louisiana [1] says the amount must be paid within the period of the current marketing contract, and Missouri [1] says it cannot be longer than return under ordinary business conditions as if termination had not occurred.

California [1] applies the 1-year rule only in case of expulsion. For expulsion, Florida [2], Iowa [3], and Nevada [3] require payment within 60 days instead of 1 year. Nevada [2] requires payment within 40 days.

In the case where membership is lost because of ineligibility, Iowa [3] gives 2 years in which membership interests are to be paid back to the member, while New Mexico [2] and Oklahoma [2] both set 3 years.

Alabama [3], Idaho, Mississippi [1], and Mississippi [2] permit payment with other types of paper such as preferred stock or certificates of indebtedness.

Kentucky [2] permits a refund out of normal sequence if a deceased member is owed less than \$200. Pennsylvania [2] simply says the association is to determine the manner of payment and pay that value to the member. Rhode Island gives an option of either payment in full or yearly partial payments over a 5-year period.

CHAPTER 11: ASSOCIATION CONTROL

Effective democratic control by members is an essential characteristic of cooperative associations. Most cooperative incorporation statutes establish rules to assure such control. Member control rules relate to voting powers, voting methods of association members, requirements for member meetings, and member information. Cooperative incorporation statutory provisions on the four topics are summarized in this chapter.

11.01 Voting Power of Individual Members

No single feature of cooperative incorporation statutes sets them apart from other incorporation statutes more than the voting power given to individual members. Specific statutory restrictions on voting power of individual members are summarized in table 11.01.

Fifty-six statutes limit the voting power of individual members to one vote per member. Sixteen statutes follow closely the terminology of the Standard Act, which says "no member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him." Texas [3] is similar to the Standard Act but makes a special exception for associations of citrus producers. The other 40 statutes use somewhat different terminology to apply the one-member, one-vote rule to individual members.

Five additional statutes (Indiana, Kansas [2], Kentucky [2], Michigan, and Nebraska [1]) permit the association to limit its vote to one vote per member. Seven other statutes say if voting power is not equal, the method used must be stated in the articles of incorporation.

Voting power based on amount of business done with the association is specifically noted in 12 statutes. Alaska and Oregon state that voting power may be based on actual, estimated, or potential patronage, or a combination of methods. Massachusetts [3] notes that the relevant patronage measure is that of the preceding year. The other statutes do not describe permissible plans in detail.

Arizona and New Mexico [2] place a limit on voting power if based on actual patronage. They provide that in no case shall a member have more than five votes, and a member shall not be allowed more than one vote because of the amount of membership capital owned.

Massachusetts [3] and Vermont allow voting power to be based on the amount of land used to produce products to be handled by the association, in addition to patronage-based voting power. South Carolina [2] permits voting based on stock ownership not to exceed 20 percent of the shares of stock in the association.

A total of 80 statutes contain a provision on member voting power.

11.02 Federated Association Voting

Eleven statutes, summarized in table 11.02, specify or permit special voting rules for association members who are themselves associations.

Three statutes (North Carolina [2], North Dakota, and South Dakota) require a one-member, one-vote rule if association membership includes both individual members and association members, but permit other voting rules if the entire membership is composed of associations. The association itself may establish voting power rules for mixed associations according to District of Columbia (articles or bylaws), Kentucky [1] (bylaws), New Mexico [1] (articles or bylaws), North Carolina [2] (bylaws), and Texas [1] (articles or bylaws).

North Dakota and South Dakota permit voting power based either on patronage or on the number of members in the member associations. Membership or patronage measures are also mentioned in California [2], Minnesota [1], Minnesota [2], and Wisconsin as a basis for votes given to member associations.

11.03 Voting by Proxy

Sixty-four statutes, listed in table 11.03, mention proxy voting—giving someone else the right to vote on the member's behalf.

Forty statutes permit the use of proxy votes by direct or indirect reference. About half use terminology similar to that found in the Standard Act, which says bylaws may provide for the "right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effects of such votes."

Of these 40 statutes, 3 allow the articles of incorporation (Michigan and Nebraska [2]) or the bylaws (Kansas [2]) to take away the right to vote by proxy. New York prohibits proxy voting only if voting is based on something other than a one-member, one-vote rule. North Carolina [1] limits proxy to cases of sickness or other unavoidable absence from membership meetings. Oklahoma [1] says proxy voting may be permitted, but if the vote is for a director, the name of the director for whom the proxy vote is cast must be included in the proxy authorization.

In sharp contrast to the 40 statutes that permit voting by proxy, 23 statutes prohibit proxy voting either by direct statement or by requiring articles or bylaws to prohibit proxy voting. Oregon prohibits proxy voting by members but permits such voting by nonmember shareholders where they have a right to vote on specific issues. California excepts association members from the proxy prohibition.

South Carolina [1] mentions proxy voting only in connection with initial subscriber meetings and is not included in either total.

11.04 Voting by Mail

Sixty statutes, noted in table 11.04, permit the use of mail votes. This number includes three (North Dakota, South Dakota, and Wisconsin) that refer only to signed votes of absent members, a term that may or may not mean mail voting described in other statutes. Kansas [2] permits the bylaws to take away the right to vote by mail.

Ten statutes contain a requirement that the issue upon which the mail vote is cast must be identified, usually with a copy of the exact motion upon which the vote is cast. Descriptions of the procedures required to be used when mail votes are used range from simple notice requirements to detailed steps necessary for permissible mail voting. Connecticut [2] mentions mail voting only in regard to amending articles of incorporation.

11.05 Other Than Natural Persons

Some members may not be “natural” persons—they may be partnerships, corporations, or other cooperative associations. A representative must then cast votes and otherwise perform the usual functions of an individual member.

Thirty-five statutes, noted in table 11.05, make special note of representative voting for member organizations. Those statutes contain a general requirement that the representative be authorized in writing to act on behalf of a member. Most statutes are similar to the Standard Act, which says: “If a member of a nonstock association be other than a natural person, such member may be represented by any individual, associate, officer or manager or member thereof, duly authorized in writing.” Variation in remaining statutes is noted in the table.

11.06 Lien on Stock

By the terms of many statutes, a member may give a promissory note as payment for shares of stock. The stock may then be retained by the association as security for payment.

Twenty-six statutes, noted in table 11.06, use terminology similar to the Standard Act to permit a member whose stock is held pending payment of the membership to vote. Four of these statutes (Florida [1], Illinois [2], Indiana, and New York) make an exception, stating that if the note is past due, voting rights may be terminated.

11.07 Cumulative Voting

Cumulative voting is a voting system in which each member receives one vote multiplied by the number of director positions subject to election. For example, if three board members of a nine-member board are to be elected, each association member would receive three votes. Those votes

need not be cast for three different directors, but may be combined to give three votes for one director.

Four statutes, noted in table 11.07, specifically permit cumulative voting. Two statutes (Colorado [1] and Colorado [2]) prohibit cumulative voting.

11.08 Special Voting Rules

Many statutes describe special voting rules for certain purposes, rules that differ from those applied in most voting circumstances.

Some of these special rules are described in this section. Others, such as those that relate to amending articles of incorporation, dissolution, merger, and officer or director removal are noted in the sections on those topics.

11.08.01 Nonmember, Member Classes

Alaska and Oregon apply business corporation law to nonmember shares by specific reference. Four statutes recognize a nonvoting class of membership if so established by the association. Statutes are noted in table 11.08.01.

11.08.02 Preferred Stock

Twenty statutes, noted in table 11.08.02, indicate that preferred shareholders may be given voting rights in the association. Most state that preferred stock may be issued with or without the right to vote.

In contrast, 11 statutes prohibit voting rights in preferred shares.

11.08.03 Subscribers

Subscribers to capital stock—those who have made a commitment to purchase stock but have not yet done so—may be given the right to vote before the stock is purchased.

Twenty statutes make it possible for subscribers or other purchasers of membership or membership stock to receive the right to vote before membership is fully paid. Statutory provisions on subscription voting are summarized in table 11.08.03.

North Dakota, South Dakota, and Wisconsin say that subscribers will receive no vote until membership is fully paid, unless the bylaws provide otherwise. Seven statutes say the association may permit voting if some part of the purchase price is paid. Similarly, three statutes permit voting but specify the proportion of membership fee that must be paid—New Mexico [2] and Oklahoma [2] with 20 percent, and Washington [1] with one-fifth. District of Columbia states that the articles or bylaws may give a subscriber the right to vote.

Remaining provisions are summarized in table 11.08.03.

11.08.04 Other

A number of miscellaneous statutory provisions are collected in this subsection and are noted in table 11.08.04.

Four statutes (Colorado [1], Minnesota [1], Nebraska [1], and South Dakota) specifically limit voting rights to association members.

District of Columbia and New Mexico [1] say no voting agreement or other device to evade the one-member, one-vote rule is legally enforceable.

Maine provides that under terms of the bylaws a member shall lose the right to vote if the member ceases to belong to the class eligible for membership.

New Jersey and New York change voting rules if proportional voting is permitted. However, where an affirmative vote of a majority or more members on an issue is required by statute, each member is entitled to one vote. Nevada [1] changes majority rules when the property rights of members are unequal. In that case, a majority of the votes of the interest represented by the several members is substituted for majority of members.

In other special provisions, Florida [2] requires a two-thirds majority vote or written consent to participate with corporations or other cooperative associations for a common purpose; Kentucky [2] requires a two-thirds majority vote to extend association existence; Maine requires a two-thirds vote to adopt the cooperative incorporation statute for an existing organization; and Washington [1] requires a two-thirds vote of members to convert from a cooperative organization to a profit organization.

11.09 Membership Roles

Alaska (10.15.080) and Oregon (62.195(2)) contain specific rules to determine which shareholders are entitled to vote at a particular meeting. A record date may be set not more than 50 days nor less than 10 days prior to the meeting (or other member action) date. If no date is set in the bylaws, the record date is to be either the mailing date of notice for meetings or the date of the board resolution concerning dividends.

11.10 Member Meetings

Member meetings are one of the more visible expressions of cooperative association control by members. Member meetings are fundamental to preserve the cooperative principle control by owner-users.

Member meetings are described in many cooperative incorporation statutes. Statutory provisions are summarized in this section, including those on requirements for meetings, special meetings, and calling and conducting meetings.

11.10.01 Bylaw Provisions

Statutes generally make bylaws an important source of information on requirements and procedures for member meetings. Bylaw provisions pertaining to member meetings are discussed in section 9.06.

11.10.02 Requirement

Statutory mention of meeting requirements is made in statutes summarized in table 11.10.02—56 statutes in all.

Many statutes mention annual meetings in such a way that an annual meeting is quite clearly required. The most common statement on the subject is a requirement that “in its bylaws, each association shall provide for one or more regular meetings annually.” Thirty-one statutes contain a similar statement. Nine statutes note regular or annual meetings in different terminology.

Five statutes say the bylaws may provide for annual meetings. North Carolina [1], Oregon, and Rhode Island say the bylaws are to give the date of the annual meeting. Pennsylvania [1] requires quarterly member meetings and gives the months in which they must be held.

Nine statutes require or give rules for the first meeting of the cooperative's organizers.

11.10.03 Special Meetings

Fifty-one statutes permit special member meetings in addition to annual or regular meetings. References to special meetings are identified in table 11.10.03.

11.10.04 Calling Special Meeting

Procedures used to call a special meeting of the members are outlined by statutes mentioning special meetings. Procedures are summarized in table 11.10.04.

Most statutes give both boards of directors and members power to call a special meeting. The most common procedure is found in statutes with language similar to the Standard Act. Those statutes, 36 in number, say: “The board of directors shall have the right to call a special meeting at any time; and ten percent of the stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting must thereupon be called by the directors.”

District of Columbia, Hawaii, New Mexico [1], and Texas [1] have similar provisions. Two statutes (Alaska and Oregon) are similar but also allow the president to call a special meeting.

11.10.01 Bylaw Provisions

Statutes generally make bylaws an important source of information on requirements and procedures for member meetings. Bylaw provisions pertaining to member meetings are discussed in section 9.06.

11.10.02 Requirement

Statutory mention of meeting requirements is made in statutes summarized in table 11.10.02—56 statutes in all.

Many statutes mention annual meetings in such a way that an annual meeting is quite clearly required. The most common statement on the subject is a requirement that "in its bylaws, each association shall provide for one or more regular meetings annually." Thirty-one statutes contain a similar statement. Nine statutes note regular or annual meetings in different terminology.

Five statutes say the bylaws may provide for annual meetings. North Carolina [1], Oregon, and Rhode Island say the bylaws are to give the date of the annual meeting. Pennsylvania [1] requires quarterly member meetings and gives the months in which they must be held.

Nine statutes require or give rules for the first meeting of the cooperative's organizers.

11.10.03 Special Meetings

Fifty-one statutes permit special member meetings in addition to annual or regular meetings. References to special meetings are identified in table 11.10.03.

11.10.04 Calling Special Meeting

Procedures used to call a special meeting of the members are outlined by statutes mentioning special meetings. Procedures are summarized in table 11.10.04.

Most statutes give both boards of directors and members power to call a special meeting. The most common procedure is found in statutes with language similar to the Standard Act. Those statutes, 36 in number, say: "The board of directors shall have the right to call a special meeting at any time; and ten percent of the stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting must thereupon be called by the directors."

District of Columbia, Hawaii, New Mexico [1], and Texas [1] have similar provisions. Two statutes (Alaska and Oregon) are similar but also allow the president to call a special meeting.

Iowa [3] and Minnesota [1] require a 20-percent petition of members to demand a special meeting, and in addition permit a majority of the board to call a special meeting. California [2] requires a special meeting or written petition of 20 percent of the shareholders but does not mention board of director power to call special meetings.

Four statutes (Montana [1], North Dakota, South Dakota, and Wisconsin) permit the president or board of directors to call a special meeting, as well as a request by stockholders or members with one-fifth of the votes that could be cast at such a meeting.

Massachusetts [2] provides if voting is done by units or districts, a unit meeting may be called by a petition of one-tenth of the unit members.

11.10.05 Notice

Statutory requirements for notice to members refer to time of notice, the form in which notice is given, and contents of the notice. The Standard Act, whose notice provisions are followed by a majority of statutes with notice requirements, contains a provision on each topic. It reads: "Notice of all meetings, together with a statement of the purpose thereof, shall be mailed to each member at least two days prior to the meeting; provided, however, that the bylaws may require instead that such notice may be given by publication in a newspaper of general circulation, published at the principal place of business of the association."

Thirty-five statutes, noted in table 11.10.05, require at least 10 days' notice of regular or special meetings. Five statutes (Arkansas [3], Louisiana [1], Louisiana [2], Mississippi [2], and Rhode Island) require 5 days' notice. Wyoming requires 20 days and Minnesota [1] requires 2 weeks for publication notice and 15 days if by mail.

Alaska, Montana [1], and Oregon require that notice be sent not less than 7 nor more than 30 days prior to the meeting, while North Dakota and South Dakota set the period from 10 to 30 days. Wisconsin states a 7- to 10- day interval. Other periods are noted in the table.

Though the usual method of giving notice is by mail, 36 statutes, like the Standard Act, permit the bylaws to specify publication of notice in a newspaper of general circulation in the membership territory. Similarly, five statutes (New Mexico [2], Oklahoma [2], Oregon, Utah, and Virginia [2]) note use of an association publication of general circulation among members. Five statutes prohibit publication when the meeting is to amend articles of incorporation.

The purpose of regular or special meetings must be stated in the notice according to 44 statutes. Fourteen statutes make special mention of initial meetings or meetings called for special purposes. Four statutes (Montana [1], North Dakota, South Dakota, and Wisconsin) provide notice to member delegates is also notice to members.

Five statutes leave essential features of notice to be specified in the association's bylaws. They are District of Columbia, New Mexico [1], North Carolina [1], Pennsylvania [2], and Texas [1].

11.10.06 Quorum

Most cooperative incorporation statutes permit a cooperative association to set the member meeting quorum in its bylaws. Bylaw provision references are identified in section 9.06. Twenty-one statutes, noted in table 11.10.06, give quorum rules that either supplement or substitute for a bylaw provision on the subject.

Arkansas [3] details quorum requirements based on number of members in the case of a member meeting to amend articles or bylaws. Montana [1], North Dakota, South Dakota, and Wisconsin state a quorum is 10 percent of the first 100 members plus 5 percent of additional members. Minnesota [1] sets a quorum of 10 percent of the membership if total membership is fewer than 500, and 50 members if greater than 500. Colorado [1] gives a quorum of the lesser of 50 members or 5 percent of the membership. California [2] sets the quorum at 250 members or 5 percent of the membership, whichever is less.

Other statutory terms are summarized in the table.

11.10.07 Failure to Hold

Alaska and Oregon state that failure to hold a meeting does not work forfeiture or dissolution of the association. Five statutes, noted in table 11.10.07, permit member action without a meeting provided written consent is given by those who would be entitled to vote at a meeting. All except North Dakota require unanimous consent of members.

11.11 Referendum

In addition to the right of members to call special meetings, discussed in the preceding section, 30 statutes provide for a member referendum on a specific topic. Statutory references to member referenda are noted in table 11.11. The majority refer to a board of directors right to submit a board decision to members for a vote. Most of those statutes, listed in table 11.11, are similar in terminology to the Standard Act, which says: "Upon demand of one-third of the entire board of directors, any matter that has been approved or passed by the board must be referred to the entire membership or the stockholders for decision at the next special or regular meeting; provided, however, that a special meeting may be called for the purpose." Six statutes modify the one-third board vote rule. District of Columbia and New Mexico [1] set a majority; Hawaii, Maine, and Virginia [2] use a two-fifths figure, and Montana [3] sets a 40-percent requirement.

District of Columbia, New Mexico [1], and Virginia [2] add to board demand the right of members to demand a referendum. District of Columbia, New Mexico [1], and Texas [1] require a 10-percent written petition and Virginia [2] requires 20 percent. California mentions only a 20-percent member demand to initiate a referendum.

Hawaii, Maine, Ohio, Tennessee, and West Virginia refer to "matters of policy" submitted to a referendum. Iowa [3], New Mexico [1], and Texas [1] state that rights established by board decisions later revoked are preserved as to third parties.

11.12 Books and Records

Effective control of cooperative associations by association members depends on the quality of information available to members in the decision-making process. Information about the financial structure and operations of associations is mentioned in a number of statutes. Specific references to bookkeeping requirements, audit requirements, and availability to members are summarized in this section. Not included in this section are references to State reporting requirements, discussed in section 18.02.

11.12.01 Requirement

A statement that books must be kept for members' use is found in the 18 statutes identified in table 11.12.01. The summary descriptions in the table show the variation in requirement specificity.

11.12.02 Audit

The nine statutes, summarized in table 11.12.02, require an audit of an association's books. Texas [1] refers to a board of director's review committee.

11.12.03 Inspection, Distribution

Twenty-one statutes, summarized in table 11.12.03, require association books either be open to inspection by members or distributed to members. Eight statutes mention presentation at a member meeting and five note mail distribution.

CHAPTER 12: DIRECTORS

The board of directors is an essential part of the cooperative organization. Number of directors, their terms of office, qualifications, selection, removal, board operation, and director duties are all subjects of various statutory provisions. These provisions are summarized in this chapter.

12.01 Number

A majority of cooperative incorporation statutes establish a minimum number of directors an association may have, as shown in table 12.01. Forty-nine statutes and the Standard Act require the number of directors to be not fewer than five. Fifteen set three as the minimum number and Connecticut requires at least seven. North Dakota, South Dakota, and Wisconsin set a minimum of 3 for associations with fewer than 50 members and a minimum of 5 for associations with 50 or more members.

Five statutes also place a maximum on the number of directors an association may have. They are South Carolina [1] with 9, Montana [3] with 13, New Mexico [2] and Oklahoma [2] with 21, and California [2] with 25.

Five statutes (Indiana, Mississippi [1], Montana [1], Oregon, and Texas [1]) note inclusion of the number of directors in the bylaws. North Dakota, South Dakota, and Wisconsin contain reference to director numbers in the articles as well as bylaws.

12.02 Term of Office

The great majority of statutes permit the bylaws to specify the term for which a director is elected. Bylaw provisions are noted in section 9.06.

Nine statutes, summarized in table 12.02, place a 3-year maximum on directors' terms of office. Six others make the term 1 year unless the bylaws specify otherwise. New Jersey requires a 1-year term unless staggered director terms are used, and Oklahoma [1] requires that directors be elected annually.

Ten statutes specifically mention a staggered term system, and Delaware and New York require such a plan. New York also requires that at least one-fourth be elected annually. When staggered terms are used, New Jersey and Pennsylvania [2] set terms of from 1 to 3 years for directors. Connecticut [2] sets a 1- to 5-year range on staggered terms.

12.03 Qualifications

As described in the bylaws section (section 9.06), most statutes mention director qualifications as a subject of the bylaws. In addition to whatever optional qualification an association may place in its bylaws, a majority of statutes make certain qualifications mandatory.

The most common statutory director qualification requirement is that the director be a member of the association. This requirement is most commonly expressed in the language of the Standard Act that says directors are to be elected by members or stockholders from their own number.

Fifty-five statutes, identified in table 12.03, require directors to be association members. Eleven of these permit officers, directors, or members of member associations in a federation to be directors. North Dakota, South Dakota, and Wisconsin state a representative of a member not a natural person (corporation, partnership, or association) may be a director.

Colorado [2] permits the bylaws to allow nonmember directors but only fewer than a majority. Similarly, Louisiana [1] allows nonmember directors up to a majority of directors. Hawaii and Utah require that two-thirds of the directors be members or representatives of member associations in a federated organization. Massachusetts [3] lets the bylaws provide for nonmember advisory directors.

Indiana requires that directors be United States citizens associated with agricultural production. Kansas [1] requires directors to be residents of Kansas or adjoining States. Montana [2] requires a director to be a Montana resident and a freeholder of agricultural land. Alaska and Oregon say the bylaws may require State residency.

12.04 Selection

Voting by members, discussed in chapter 11, is one aspect of the director selection process. Other aspects include selection methods, voting districts, delegate representation, public directors, vacancies, and removal of directors, summarized in this section.

12.04.01 Methods of Selection

Sixty-six statutes, noted in table 12.04.01, specifically require director election by members or stockholders. There are few variations from the typical Standard Act statement that directors must be elected by members or stockholders from among their own number. Table 12.04.01 uses the term "member" to include member in a nonstock association and holders of voting shares in stock associations.

12.04.02 Districts

A majority of statutes permit the bylaws to describe election of directors by district. Bylaw references are summarized in section 9.06.

The Standard Act contains the typical districting description. It states:

"The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates

elected by the members in that district. In such a case the bylaws shall specify the number of directors to be elected by each district, the manner and method of reapportioning the directors and of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to such districts and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be considered final as to the association.”

Thirty-five statutes contain similar terminology. Twenty-one additional statutes note the use of districts or territories in other language. North Dakota, South Dakota, and Wisconsin permit the articles to provide for territories, and also permit the bylaws to restrict votes for district directors to members in the territory. Iowa [3] requires that the number of members in the territories be as equal as possible.

12.04.03 Delegates

In a district system with delegates, district members elect delegates who then elect directors. Thirty-seven statutes, identified in table 12.04.03, note the use of a delegate voting system.

12.04.04 Public Directors

Twenty-eight statutes permit the bylaws to provide for appointment of one or more nonmember directors. They are summarized in table 12.04.04. Most use Standard Act terminology, which reads:

“The bylaws may provide that one or more directors may be appointed by any public official or commission or by the other directors selected by the members or their delegates. Such directors shall represent primarily the interest of the general public in such associations. The director or directors so appointed need not be members or stockholders of the association; but shall have the same powers and rights as other directors. Such directors shall not number more than one-fifth of the entire number of directors.”

Florida [1] places a one-third maximum rather than one-fifth upon the proportion of directors so appointed. Minnesota [2] and Virginia [2] make such a bylaw provision mandatory, and the provision is mandatory if the Director of Agriculture requires it, according to Washington [2]. Arkansas [3] permits several officials to make the appointment. Massachusetts [3] lets the members elect nonmember advisory directors not to exceed one-third the total number of directors.

12.04.05 Vacancy

Fifty-five statutes, noted in table 12.04.05, mention procedures to fill a vacancy in the board of directors. Four statutes (Arkansas [3], District of Columbia (except for removal), Nevada [1], and New Jersey) permit the bylaws to establish procedures, while six others give rules though

they may be modified by the articles (Hawaii, Iowa [3], and Utah) or bylaws (Hawaii, North Dakota, South Dakota, Utah, and Wisconsin).

Thirty-nine statutes specify that a vacancy, other than one caused by expiration of term, is to be filled by a majority vote of the remaining directors. Standard Act language is used in most statutes. It reads:

“When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the bylaws provide for an election of directors by district. In such a case the board of directors shall immediately call a special meeting of the members or stockholders in that district to fill the vacancy.”

North Dakota, South Dakota, and Wisconsin limit the replacement to the next annual meeting.

Thirty-five statutes note the special case of election by districts. Pennsylvania [2] requires the appointed director represent the district represented by the director being replaced.

Six statutes say replacement is made either through the regular election process (District of Columbia in the case of removal, and New Mexico [1]) or by the stockholders (Delaware at regular or special meeting, Illinois [1] after removal, Kansas [1] by majority of shareholders in the case of director removal, and North Carolina [1]).

North Carolina [2] and Virginia [2] say when a vacancy occurs in a public director position, replacement is to follow the same procedure by which appointment was made originally.

12.05 Removal

Though two statutes (Arkansas [3], 77-1010(j), and Nevada [1], 81.090(2)) leave director removal to description in the associations' bylaws, most statutes give further information on procedures that must or may be used. New Jersey allows directors to be removed from office by a vote of not less than two-thirds of the directors present and voting at a board meeting (4:13-22). Notice and an opportunity to respond are also required. Louisiana [2] (134) permits suspension of the charged director pending outcome of the member vote by a two-thirds vote of the directors. This section summarizes incorporation statutes provisions on director removal.

12.05.01 Charges and Reasons

Twelve statutes, noted in table 12.05.01, state director removal must be “for cause,” while District of Columbia and New Mexico [1] permit removal with or without cause. Alaska, Oregon, and Pennsylvania [2] require identification of reasons for removal, with Pennsylvania [1] requiring good and sufficient reasons.

The Standard Act says that “any member may bring charges against an officer or director by filing them in writing with the secretary of the association, together with a petition signed by 5 percent of the members, requesting the removal of the officer or director in question.” This procedure is described in 12 statutes. Nineteen additional statutes are similar but require a petition signed by 10 percent of the members.

Maryland also adds a 25-member petition provision. Montana [3] requires a petition of 12 percent of the members in a district.

Kentucky [2] and North Carolina [2] do not apply removal rules to public directors. Delaware permits removal by a representative committee and Minnesota [2] gives the Governor a role in director removal under stated conditions.

12.05.02 Meeting

Forty-nine statutes note a requirement that the decision to remove a director is to be made at a membership meeting. As shown in table 12.05.02, most statutes say the vote is to be taken at the next regular or special meeting. Others simply refer to a meeting, while Iowa [3] appears to require a meeting called for the purpose of director removal.

12.05.03 Hearing

Most statutes that provide specifically for director removal follow the language of the Standard Act, which says: “The director or officer, against whom such charges have been brought, shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses; and the person or persons bringing the charges against him shall have the same opportunity.” Thirty-nine statutes, identified in table 12.05.03, mandate an opportunity to be heard.

12.05.04 Vote by Members

The proportion of members who must vote to remove a director is specified in 52 statutes, summarized in table 12.05.04. Missouri [2] generally gives shareholders power to remove a director.

Twenty-six statutes require a vote of a majority of members. Included in that number are North Dakota, South Dakota, and Wisconsin with a proviso—unless the bylaws provide otherwise. Seven statutes give a majority of members at a meeting the right to remove a director.

Other vote requirements are: Two-thirds vote of members at a meeting (Delaware, District of Columbia, New Mexico [1], and Oklahoma [2]), vote representing two-thirds of the association members voting power (Hawaii, Kentucky [2], and Maine), and three-fourths of members voting in person or by mail (New York).

12.05.05 Districts

Most statutes that describe selection of directors by districts also describe director removal by district. They are summarized in table 12.05.05. The most common provisions, exemplified by the Standard Act, apply the petition, meeting, and membership vote provisions to districts. The provision reads as follows:

“In case the bylaws provide for election of directors by districts with primary elections in each district, then the petition for removal of a director must be signed by 20 percent of the members residing in the district from which he was elected. The board of directors must call a special meeting of the members residing in that district to consider the removal of the director; and by a vote of the majority of the members of that district, the director in question shall be removed from office.”

Of the 30 statutes similar to the Standard Act, four (Hawaii, Kentucky [2], Maine, and Virginia [2]) require a two-thirds vote of district members instead of a majority vote. Iowa [3] requires a majority vote of district members using terminology different from the Standard Act to describe director removal by district.

12.05.06 Replacement

Thirty-three statutes relate replacement of a removed director to the removal process, most saying that a majority vote of members may remove a director and fill the vacancy. Table 12.05.06 lists the statutes so providing, and notes the variation of Kentucky [2] with a two-thirds vote requirement and District of Columbia with a bylaw provision reference.

12.06 Board Operation

Cooperative incorporation statutes may address several features of cooperative board of directors operation. These include director compensation, board meetings, and board committees.

12.06.01 Compensation

Forty-one statutes, noted in table 12.06.01, specifically refer to director compensation. Most follow the language of the Standard Act, which reads: “An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee.” Twenty-six statutes refer to such fair remuneration.

Alaska, New Hampshire, North Dakota, Oregon, South Dakota, and Wisconsin assign power to establish director remuneration only to members, though all except New Hampshire let the bylaws provide otherwise. Delaware, District of Columbia, New Mexico [2], Oklahoma [1], Oklahoma [2], and Pennsylvania [1] require the bylaws to establish director compensation.

12.06.02 Meetings

As discussed in section 9.06 of this report, most statutes permit or require the bylaws to establish a quorum for directors' meetings. Nine statutes, noted in table 12.06.02, make a majority of directors the minimum number for a quorum.

Other items that relate to director meetings are: Meeting inside or outside the State (Alaska, New Mexico [1], Oregon, and Pennsylvania [2], specified by the majority); notice or time of meeting in bylaws (Alaska, Maine, North Dakota, Oregon, South Dakota, Virginia [1], and Wisconsin); and act of majority is act of board (Alaska, North Dakota, Oregon, Pennsylvania [2], South Dakota, and Wisconsin).

12.06.03 Committees

Thirty-six statutes mention board committees, as noted in table 12.06.03. Twenty-one are similar to the Standard Act, which reads: "The bylaws may provide for an executive committee and may allot to such committee all the functions and powers of the board of directors, subject to the general direction and control of the board."

Alaska, North Dakota, Oregon, South Dakota, and Wisconsin permit an executive committee of three or more, but the committee may not allocate net proceeds, elect officers nor fill vacancies on the board. Three statutes (District of Columbia, Iowa [3], New Mexico [1]) state that an executive committee may be selected according to the articles or bylaws, and Virginia [1] notes a provision in the bylaws. Delaware and Pennsylvania [2] permit the board to select a committee of two or more. Florida [1] and Illinois [2] note selection of an executive committee from within or without the board.

12.07 Responsibilities and Liabilities

Cooperative incorporation statutes do not describe directors' responsibilities and liabilities in detail. However, several subjects that relate to director responsibilities and liabilities are addressed by statutes. Powers, conflict of interest, liabilities, and indemnification are summarized in this section.

12.07.01 Powers

Powers to act are usually given to the board of directors in broad terms. A typical statement states the affairs of the association shall be managed by a board of directors. Similar terminology is used in 60 statutes, noted in table 12.07.01. Delaware, North Carolina [1], and Oklahoma [1] mention the bylaws as a source of directors' duties and powers. Louisiana [2] and Mississippi [2] give directors rights and privileges granted to corporate directors in general business corporation laws.

Other variations include Mississippi [1] and Montana [2] (affairs of the association shall be conducted, controlled, and managed by board),

Montana [1] (board shall exercise corporate powers invested in the association), and Wyoming (the stock, property, and concerns of the association shall be managed by the board).

12.07.02 Conflict of Interest

Many statutes prohibit a director, during term of office, from becoming “a party to a contract for profit with the association differing in any way from the business relations accorded regular members or holders of common stock of the association or others, or differing from terms generally current in that district.” A similar prohibition is found with few modifications in 29 statutes, identified in table 12.07.02. Among these statutes, nine say bylaws may limit the salaried positions a director may hold with the association.

Alaska and Oregon allow a director to hold a salaried position only if the bylaws permit, while New Jersey states a director may be employed by the association. Under Washington [2], no director may receive, directly or indirectly, a fee, commission or other consideration in connection with the business of the association, and provides further that violation of the prohibition is a felony.

Indiana requires the amount of a director’s indebtedness to the association be filed with the Secretary of State if it exceeds one-half of the director’s monthly salary or three-fourths of capital stock owned by the director.

12.07.03 Liability

Seven cooperative incorporation statutes describe conditions under which directors may become personally liable for their actions as directors. The statutes are identified in table 12.07.03.

New Mexico [1] protects directors from personal liability for their official action or omission except in cases of willful negligence or malfeasance in office. Ohio states that directors are only liable as members of the association.

North Dakota, South Dakota, and Wisconsin make directors jointly liable if they negligently or in bad faith vote for a distribution of assets contrary to law or the articles of incorporation. South Dakota protects a director who relies, in good faith, upon financial statements or accountants’ representation to make decisions. Wyoming makes directors liable to creditors if they assent to an excess of indebtedness over assets in a nonstock association or indebtedness in excess of subscribed stock in a stock association. Directors will be liable for payment of dividends or refunds if the association is insolvent unless a director takes steps to file an objection to board action. Texas [3] makes officers and directors personally liable if required officer bonds are not executed and a loss occurs that would have been covered by the required bonding.

12.07.04 Indemnification

Seven statutes, identified in table 12.07.04, describe director indemnification rules.

The statutes generally give the association power to indemnify a director or former director against expenses incurred in defense of a proceeding in which the director is a party because of official action. Indemnification does not generally apply in case the director is found guilty of negligence or misconduct in performance of the director's duty, neither is indemnification exclusive of other rights to which the director may be entitled.

CHAPTER 13: OFFICERS

Most cooperative incorporation statutes contain provisions related to cooperative association officers. Statutory provisions may specify offices to be filled, qualifications, selection, removal, compensation, and responsibilities and liabilities. Statutory provisions on these topics are summarized in this section.

13.01 Offices Filled

A majority of statutes, 54 as shown in table 13.01, provide for a president, one or more vice presidents, a secretary, and a treasurer.

Twenty-two statutes note that the bylaws may provide for offices in addition to those specifically named in the statute. Iowa [3], Louisiana [2], and Minnesota [1] also mention officer identification in articles of incorporation. Six statutes mention one vice president while five others (Hawaii, Pennsylvania [1], South Carolina [1], Utah, and Virginia [2]) do not mention the position of vice president. Iowa [3] and Oregon permit the board of directors to establish other offices.

Minnesota [1], North Carolina [2], and Texas [3] require appointment of a board chairman and board vice chairman if the president and vice president are not themselves members of the board. Oregon and Washington [2] similarly note election of a board chairman. Illinois [1] and Minnesota [2] mention appointment of a manager.

13.02 Combined Offices

Two separate offices may be combined into a single office or two separate offices may be held by the same individual, according to 62 statutes. Many of the statutes give both options to the association with respect to the offices of secretary and treasurer, and several other statutes extend combination to other offices. Provisions are noted in table 13.02.

The Standard Act and 54 statutes permit combination of secretary and treasurer offices into a secretary-treasurer, or unites both functions and titles in one person. Five statutes (Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2]) permit combining any two offices of vice president, secretary, and treasurer. California [1], Indiana, and Texas [1] permit any two or more offices except president or secretary to be held by the same person. Oregon states that the positions of president and chairman of the board may be combined, and further lets the manager hold the office of president. Alaska permits the manager to hold the position of vice president.

13.03 Qualifications

Cooperative incorporation statutes frequently address officer qualifications. Many require that identified officers be chosen from among directors, and many contain special reference to an institutional treasurer.

13.03.01 Directors

Forty-three statutes, shown in table 13.03.01, require the president and at least one vice president be elected from among board members. Of those 23, Georgia and Louisiana [2] allow the articles to eliminate the requirement. Minnesota [1], North Carolina [2], and Washington [2] say if a chairman and vice chairmen are directors, the president and vice president need not be. Georgia, Louisiana [2], and Utah permit elimination of the requirement by the articles. Eight statutes require all principal officers or all officers to be directors.

Other director requirement combinations are summarized in table 13.03.01.

13.03.02 Treasurer

Twenty-eight statutes, identified in table 13.03.02, permit a bank or other depository to hold the office of treasurer. Most statutes follow the provision of the Standard Act stating: "The treasurer may be a bank or any depository, and as such, shall not be considered as an officer, but as a function, of the board of directors. In such case, the secretary shall perform the usual accounting duties of the treasurer, excepting that funds shall be deposited only as and where authorized by the board of directors."

13.03.03 Bonding

Eighteen statutes, noted in table 13.03.03, require some officers to be bonded. Most require bonding of an officer who handles funds or negotiable instruments. Others set different criteria for bonding.

13.04 Selection

Fifty-nine statutes, identified in table 13.04, state that officers are to be elected by the board of directors. Washington [1] specifies a ballot vote. Indiana allows the bylaws to provide for election of the president and one vice president by members or their delegates at an annual meeting. Member selection under certain circumstances is mentioned in five statutes.

Twenty-three statutes state that officers are to be chosen annually.

Fourteen statutes specifically note bylaws as a source of further procedural description.

13.05 Removal

Many cooperative incorporation statutes combine rules for director removal and officer removal, while others have separate provisions for directors and officers. Statutes containing removal provisions usually

address charges against officers, meetings, opportunity to be heard, voting requirements, and officer replacement.

13.05.01 Board Action

Fourteen statutes give the board of directors power to remove officers. Those statutes are noted in table 13.05.01. Louisiana [2] and Mississippi [2] permit the board to suspend an officer temporarily pending outcome of hearings to remove the officer. Hawaii, Maine, Utah, and Virginia [2] permit directors to remove an officer after petition by members.

13.05.02 Charges and Reasons

Twenty-one statutes, noted in table 13.05.02, say removal of an officer may be initiated by a petition signed by 10 percent of the members of the association. Another nine statutes and the Standard Act have a 5 percent petition requirement.

Seven statutes provide that an officer may be removed whenever, in the board's judgment, removal would be in the best interests of the association. Nine statutes say an officer can be removed for cause, while District of Columbia and New Mexico [1] permit removal with or without cause. Pennsylvania [1] allows removal for good and sufficient cause. Maine, Utah, and Virginia [2] note misconduct or incompetency charges in connection with members' petition for officer removal.

13.05.03 Meeting

Most statutes that note meetings in the officer removal process, summarized in table 13.05.03, refer to a vote at the next regular or special meeting of the members. Others note only a member meeting generally, though Iowa [3] refers to a meeting called for the purpose of deciding on removal of an officer. Four statutes refer to a director meeting, consistent with board removal provisions.

13.05.04 Hearing

Most statutes with officer removal descriptions are similar to the language of the Standard Act, which says: "The...officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses; and the person or persons bringing the charges against him shall have the same opportunity." Twenty-six statutes, identified in table 13.05.04, are similar. Eight additional statutes require an opportunity to be heard in other language.

13.05.05 Vote

Thirty statutes, summarized in table 13.05.05, require a majority vote of members to remove an officer. Illinois [1], South Carolina [1], Texas [1], and Washington [1] require a majority vote of members voting at the

meeting. District of Columbia, Kentucky [2], and New Mexico [1] require a vote of two-thirds of the members voting at a meeting, and Oklahoma [1] requires a two-thirds vote adding that at least a majority of all members must be present at the meeting.

Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2] require a majority vote of directors, while Delaware and New Jersey require a two-thirds vote of directors present at the meeting.

13.05.06 Replacement

Twenty-six statutes state the vacancy caused by removal of an officer is to be filled by a majority vote of members at the meeting to remove. Requirements are noted in table 13.05.06. Kentucky [2] is similar except for a two-thirds vote requirement.

District of Columbia, New Mexico [1], and Texas [1] call for a vote as required for election of directors. Oklahoma [2] requires the board to fill the vacancy created by removal.

13.06 Compensation

Thirty-seven statutes, summarized in table 13.06, state explicitly that the association may compensate for officers. The terms reasonable, fair, and suitable are usually applied. The Standard Act, to which most statutes are similar, says: "An association may provide a fair remuneration for the time actually spent by its officers and directors in its service."

13.07 Responsibilities and Liabilities

Specific authority and duties are not described in the statutes for officers. Six statutes state that authority and duties may be described in the bylaws, or by the board if not in conflict with the bylaws. Illinois [1] requires the manager to be under the control of the directors at all times. Responsibility and liability provisions are summarized in table 13.07.

Five statutes explicitly give associations power to indemnify officers for costs incurred in suits against them relating to their employment or former employment status.

CHAPTER 14: THE PATRONAGE RELATIONSHIP

An essential cooperative principle is operation for the mutual benefit of users. This principle is applied when net margins or savings are passed back to patrons in proportion to their use of the cooperative. The relationship between the cooperative association as a business entity and the patron as user is therefore extremely important to describe cooperative associations. Cooperative incorporation statutes do not generally define the patronage relationship in detail, but usually contain provisions that relate to several specific aspects of the patron-association relationship.

Specific statutory references to the patronage relationship are summarized in this chapter. It should be recognized, however, that other parts of the statutes, analyzed in other sections, may also help define the total patron-association relationship.

14.01 Cooperative as Agent

Forty-nine statutes, summarized in table 14.01, explicitly give the association power to act as an agent on behalf of members. Most statutes, noted in table 14.01, simply grant power to act as agent or representative. Iowa [3] and New York mention actions as either principal or agent. Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2] include references to actions as attorney-in-fact on behalf of members, subsidiaries or affiliates. Nevada [1] notes that the patronage contract may make the association the sole agent of the member. Oregon and Wisconsin mention the marketing contract as a source of authority. Texas [2] limits authority to member agency only.

14.02 Nonmember Business

Cooperative incorporation statutes may permit, prohibit, and set limits on an association's dealings with patrons who are not members of the association. The three aspects of nonmember business addressed by various statutes are permission or prohibition, percentage limits, and methods of measuring business.

14.02.01 Power

Power to engage in business with nonmembers is granted by direct or indirect reference in 49 statutes, noted in table 14.02.01. Nonmember business is prohibited in three statutes (Iowa [3], livestock shipping association; Massachusetts [3] and Oklahoma [1], prohibited except for storage). A direct statement of the power to engage in nonmember business, similar to the Standard Act, is found in 14 statutes. The remaining statutes listed contain indirect power grants, usually by limiting the proportion of nonmember business permitted. References to nonmember business in other, unrelated parts of a statute may imply the power to engage in nonmember business. Such references are not collected in this report.

14.02.02 Proportion

The rule that an association may not do more business with nonmembers than with members is established in 44 statutes, shown in table 14.02.02. The 50-percent rule is modified in Maine, New Jersey, and Utah to add that a purchasing association may not do more than 15 percent of its business with nonmembers who are nonproducers.

14.02.03 Measurement

Thirty-five statutes, noted in table 14.02.03, say the proportion of nonmember business permitted is to be measured in value of product. Three statutes (Idaho, Kentucky [2], and Washington [2]) use amount as the measure, while Arkansas [3], Colorado [2], Montana [3], and Pennsylvania [2] refer to volume. Ohio adds a similarity of product term.

Alabama [2], Alabama [3], Iowa [3], and Utah exclude business with the U.S. Government in measuring nonmember business proportions, and Iowa [3] also excludes business with corporate landowners not primarily engaged in the business of farming.

Ten statutes use a year (or fiscal year) as the measurement period.

14.03 Patronage Refunds

Patronage refunds have traditionally been the method cooperative associations use to operate at cost by returning net margins or savings to patrons on the basis of business done with the association. Despite the widespread use of patronage refunds, many statutes do not describe them in any detail.

For analytical purposes, statutory provisions that describe patronage refunds may be divided into five subjects. They are: Requirements for distribution of net margins or savings to patrons, description of amounts available for distribution, the allocation process, distribution, and problems with unclaimed refunds. These subjects are not usually clearly distinguished from one another in the statutes.

This section summarizes statutory provisions relating directly to the patronage refund process.

14.03.01 Terminology

Several terms used with respect to patronage refunds are implicitly defined in the statute by their description. Few terms are expressly described.

District of Columbia (29-801) and New Mexico [1] (53-4-1) define net savings as total income of the association minus costs of operation. Also defined in those statutes is savings returned, measuring the amount returned to patrons in proportion to their patronage.

New York (3(g)) says net margins or net retained proceeds mean amounts by which undistributed receipts from operations exceed expenses thereof.

14.03.02 Bylaws

As noted in section 9.06, seven statutes use permissive terms to describe bylaw provisions, while three (Alabama [1], Nevada [2], and North Carolina [1]) are mandatory. Connecticut [1] and Montana [2] say net margins are to be distributed as the bylaws may provide.

14.03.03 Requirement Generally

Statutory references to the nonprofit nature of the cooperative have been noted. By inference, such statements may be an indirect recognition of the patronage refund system and the requirement that net margins or savings be returned to patrons.

In addition to nonprofit operation references, many statutes refer directly to the distribution of net margins or savings.

The 52 statutes listed in table 14.03.03 refer in various ways to a requirement for the distribution to members or patrons of net margins or savings. The disparity of language and use of terms prohibits any analytic generalizations about groups of statutes or the exact nature of each requirement. Table entries suggest the differences and similarities among statutes.

14.03.04 Amount Available

The amount of net margins or savings available to be distributed depends on (1) what gross income is included and (2) what deductions are made before distributable margins are determined. Some of the statutes note specific deductions that may be made or must be made before allocation and distribution to patrons. Subsections 14.03.05 through 14.03.08 identify statutory provisions on such deductions.

14.03.05 Expenses

Eleven statutes note among deductions expenses of doing business. The statutes are listed in table 14.03.05. Georgia refers generally to authorized deductions.

14.03.06 Dividends on Stock

Thirty-seven statutes, identified in table 14.03.06, mention deductions for payment of dividends on capital stock. Limitations on percentages that may be paid, sometimes part of the deduction statement, are discussed in section 15.08.

14.03.07 Reserves

Thirty-seven statutes refer to some form of addition to reserve funds as a deduction prior to determining the amount. Table 14.03.07 identifies the statutes but does not show the requirements or limitations on reserve funds. Those requirements or limitations are discussed in section 15.10.

14.03.08 Educational Purposes

Seventeen statutes, table 14.03.08, list additions to an educational fund as a deduction that may or must be made to arrive at amounts available for distribution to patrons. Requirements or limitations on educational expenses are discussed in section 15.10.

14.03.09 Other Rules

Four statutes (Alaska, Maryland, Oregon, and Pennsylvania [2]), identified in table 14.03.09, require adherence to generally accepted accounting principles in net margin determination. Florida [1], Illinois [2], and Ohio specifically note that receipts or dividends from subsidiaries and income from stock or securities are to be included in the ordinary receipts of the association, and New Mexico [2] includes receipts from any source. Indiana permits net earnings to be applied to restore deficits, and North Dakota, South Dakota, and Wisconsin allow net earnings to be used to offset prior years' losses. Pennsylvania [2] permits the bylaws to govern apportionment of net losses. Use of amounts from nonmembers is mentioned in New Jersey, New Mexico [1], and Oklahoma [2].

14.03.10 Apportionment

After the total amount available for distribution to patrons has been calculated, apportionment among patrons determines how much each patron receives. Statutory provisions vary widely in terminology and detail of apportionment description.

Forty-seven statutes, summarized in table 14.03.10, note some aspect of the allocation process. Twelve merely say that the amount available for distribution to patrons be apportioned on a patronage basis. Twenty mention apportioned on the basis of purchases, sales, business, or other similar terms. Eight statutes include amount of labor or wages as an allocation criteria.

Twenty-one statutes specify that allocation must be made in proportion to or prorated according to the ratio of the individual patron's business to total business. Ten of those statutes specifically permit apportionment by department, commodity, or type of patronage.

Montana [1] and Texas [2] mention contribution to capital as an apportionment measure.

Four statutes leave apportionment rules to the bylaws or, in the case of New York, to the marketing contract. For notation of bylaw provisions generally see section 9.06 of this report.

14.03.11 Nonmembers

Apportionment of available net margins to member and nonmembers at different rates are alternatives noted in several statutes. Forty-five statutes, noted in table 14.03.11, make some mention, directly or indirectly, of allocations of net margins to nonmembers.

Twelve statutes refer to only members or stockholders as recipients of patronage refunds. However, such reference may not preclude payment of patronage refunds to nonmember patrons depending on specific wording and statutory interpretation. Ohio states that distributions shall not be made to nonmembers.

Twelve statutes mention both members and patrons as recipients of patronage refunds, suggesting payment to nonmembers. Whether such reference requires equal treatment of members and nonmembers depends on specific wording and statutory interpretation. Sixteen statutes specifically permit different treatment of members and nonmembers or give permission to make no patronage refunds to nonmembers. Four statutes (Delaware, North Carolina [1], South Carolina [1], and Virginia [1]) say that nonmembers may receive one-half the refund amount received by members.

14.03.12 Distribution Form

The form in which patronage refunds are paid to patrons is specifically mentioned in 29 statutes, noted in table 14.03.12. Twenty statutes say refunds to nonmembers must or may be applied to the purchase of membership or membership stock.

Thirteen statutes list several different forms in which patronage refunds may be given to patrons. Provisions include cash, credits, capital stock, certificates of interest, revolving fund credits, letters of advice, and other securities or certificates issued by the association or another association. Iowa [3] limits refunds to 20 percent cash as long as there are unpaid deferred patronage dividends from prior years.

Missouri [2] and North Carolina [1] say refunds are distributed as described in the bylaws.

14.03.13 Unclaimed Distribution

Five statutes, noted in table 14.03.13 (Alaska, North Dakota, Oregon, South Dakota, and Wisconsin) provide that if patronage refunds are not claimed in 6 years the association may give 6 months' notice by publication and mail. If refunds remain unclaimed, they are forfeited and revert to the association.

Arizona says that if unclaimed after 10 years, refunds may be used for research or educational purposes. Kentucky [2] permits the association, after notice, to retain and distribute refunds not claimed for 5 years. Washington [1] allows 1 year from the end of the fiscal year in which refunds are declared, after which they revert to the association.

14.04 Marketing Contract

Fifty-three statutes contain a specific reference to the marketing contract between patron and association. The relevant statutes are identified in table 14.04. The following subsections summarize statutory provisions related to marketing agreements between patron and association.

14.04.01 Bylaws

Thirty-four statutes, noted in table 14.04.01, refer to a bylaw provision concerning the marketing contract. Most are similar to the Standard Act statement that the association, in its bylaws, may provide for the marketing contract between the association and its members or stockholders. Variations from Standard Act language are identified in the table.

14.04.02 Requirement

Forty-two statutes, identified in table 14.04.02, specifically say members or stockholders may be required to sign a marketing contract with the association.

14.04.03 Exclusive Rights

Forty-nine statutes, identified in table 14.04.03, say a marketing contract between an association and its members may require the member to sell all or any specified part of the member's agricultural products or specified commodities exclusively to or through the association or facilities created by the association. Modifications of typical terminology are found in Oklahoma [2], Oregon, and Wisconsin, which include purchase of supplies, and New York, which mentions articles and bylaws as sources of the requirement.

14.04.04 Sale or Resale

Thirty-eight statutes say the association may include in its marketing contract the right to sell or resell products delivered by its members. Sections of statutes are identified in table 14.04.04.

14.04.05 Title to Product

Most of the statutory references to marketing contracts state, as does the Standard Act, that the association may or may not take title to the member's product. References to this option are identified in table 14.04.05. Nebraska [2] grants power to buy or sell for the association or its members. New Mexico [2], Oklahoma [2], and Utah state the agency

relationship between the cooperative and its members will not prevent passage of title to the association. Forty-two statutes mention taking title by the association.

14.04.06 Title Passage

Where the marketing control requires passage of title to the association, statutes may describe the manner and time at which title passes. Most are similar to the Standard Act, which states that if the product is sold to the association "it shall be conclusively held that title to the products passes absolutely and unreservedly, except for recorded liens, to the association upon delivery; or at any other specified time if expressly and definitely agreed in the said contract." The 22 provisions on the subject are identified in table 14.04.06.

14.04.07 Presumptions

Twelve statutes establish a presumption in a landlord-tenant relationship. The Standard Act language exemplifies terminology found in the statutes identified in table 14.04.07. It states:

"In any action upon such marketing agreements, it shall be conclusively presumed that a landowner or lessor is able to control the delivery of products produced on his land by tenants or others, whose tenancy or possession or work on such land or the terms of whose tenancy or possession or labor thereon were created or changed after execution by the landowner or landlord or lessor, of such a marketing agreement; and in such actions, the foregoing remedies for nondelivery or breach shall lie and be enforceable against such landowner, landlord or lessor."

Kentucky [2] establishes a presumption that the landlord is not aware of a tenant's membership and marketing agreement with an association.

14.04.08 Payment

Thirty-seven statutes, identified in table 14.04.08, say the marketing contract may provide that the association pay over to its members the resale price after deducting all necessary selling, overhead, and other costs and expenses. Listed as expenses are interest on preferred and common stock, stock retirement reserves, and other proper reserves. The Standard Act contains a like provision.

14.04.09 Term

Forty-seven statutes, summarized in table 14.04.09, make specific reference to the period of time for which a marketing contract can bind the association and its members. Of those 47, Florida [1], Illinois [2], and Vermont say the contract can be for any period.

West Virginia provides a 20-year maximum and California [1] gives a 15-year term maximum.

The most common contract term is a 10-year maximum represented by 27 statutes and the Standard Act. Of those 27, Arizona permits a 30-year contract if the member may withdraw during some period each year. Hawaii and Washington [2] require a yearly withdrawal option after 10 years.

Five statutes give 5 years as the maximum contract term. Minnesota [2] and Wisconsin permit a self-renewing contract if opportunity is given for withdrawal each year. Nebraska [2] provides a 5-year maximum and Nebraska [3] provides a 5-year maximum with the qualification that beyond 2 years an annual withdrawal opportunity must be given.

New Mexico [2], Oklahoma [2], and Utah make 3 years the maximum except that longer terms must give annual withdrawal rights. New Mexico [2] and Oklahoma [2] apply the rule to contracts with natural persons.

Six statutes require a yearly opportunity to withdraw from a contract. Among the six, Iowa [3] contains a minimum contract term of 1 year.

14.04.10 Filing

Ten statutes, noted in table 14.04.10, indicate the marketing contract may be filed with a state office. All refer to filing a copy of the contract, a copy of a uniform contract or an example contract. The members who sign the contract are to be listed according to nine of the ten statutes. Termination of the contract is also subject to filing by terms of six statutes.

14.04.11 Effect of Filing

Eight statutes, shown in table 14.04.11, state that filing contracts gives constructive notice of the described terms and gives notice of the association's rights in the members' product under contract. Perfection of described interests is not specifically noted in Montana [3] and New Mexico [2].

14.04.12 Liquidated Damages

A contractual agreement may describe damages paid to compensate for breach of the contract. That sum is an estimation of damages suffered, commonly called liquidated damages. Forty-nine cooperative incorporation statutes specifically permit the marketing agreement (New York includes articles of incorporation and bylaws) to contain an enforceable liquidated damages provision.

Thirty-four statutes have a provision similar to the Standard Act liquidated damages term, which states:

“the by-laws or the marketing contract may fix, as liquidated damages, specific sums to be paid by the member or stockholder to the associa-

tion upon the breach by him of any provision of the marketing contract regarding the sale or delivery or withholding of products; and any such provisions shall be valid and enforceable in the courts of this state; and such clauses providing for liquidated damages shall be enforceable as such and shall not be regarded as penalties.”

Alaska, Nebraska [1], Oregon, and Wisconsin state that liquidated damages, established in the contract, may be based on a specific amount per unit of product, a percentage of product, or may be a specific sum.

New Jersey permits the bylaws or contract to fix liquidated damages fairly related to damages suffered because of the breach. Rhode Island says the amount must be reasonable.

Eight statutes give power to fix liquidated damages without further description or qualification. Pennsylvania [2] permits the bylaws or contract to provide for application of patronage refunds or allocations to liquidated damages specified in the contract.

14.04.13 Costs of Breach

Thirty-nine statutes, identified in table 14.04.13, permit the bylaws or marketing contract (New York includes articles of incorporation) to assess a patron who breaks a marketing contract the costs of that breach. As described in the Standard Act, the patron may be required to pay costs, premiums for bonds, expenses and fees when legal action is taken on the contract by the association.

14.04.14 Injunction

Forty-seven statutes, identified in table 14.04.14, allow the association to obtain an injunction against breach of its marketing contract.

14.04.15 Specific Performance

Forty-five statutes give associations the right to a decree of specific performance. References to those statutes are shown in table 14.04.15.

14.04.16 Supplemental Remedies

Forty-one statutes, summarized in table 14.04.16, give the association a remedy against breach of marketing contracts pending final adjudication of the parties' rights. Temporary restraining orders and preliminary injunctions are both available according to the Standard Act. Table 14.04.16 shows the variation among statutes.

14.04.17 Interference with Contract

Thirty-two cooperative incorporation statutes prohibit interference with the marketing agreement between members and their associations. Most of the 32 statutes (26) use terminology similar to that found in the Standard Act. It states:

“any person or persons or any corporation whose officers or employees knowingly induce or attempt to induce any member or stockholder of an association organized hereunder to breach his marketing contract with the association...shall be guilty of a misdemeanor and be subject to a fine of not less than one hundred dollars (\$100.00) and not more than one thousand dollars (\$1,000.00) for each such offense; and shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars (\$500.00) for each such offense.”

Six statutes are similar to the Standard Act except for the misdemeanor provision.

Seven statutes establish different measures of damages. Of those seven, Indiana and New York state a \$100 figure while Louisiana [2] and Mississippi [2] both use a \$1,000 value. Oklahoma [2], Pennsylvania [2], and West Virginia give no dollar figure for damages. Texas [3] permits recovery of three times actual damages.

Seven statutes specifically authorize an injunction against interference with the marketing contract. Other statutes, noted in table 14.04.17, describe prohibitions against contract interference in different terms.

14.04.18 False Information

A specific prohibition against giving out false information about a cooperative is contained in 32 statutes, usually associated with the previously noted rules on contract interference. Typical of most of the statutes, identified in table 14.04.18, is the Standard Act language, which says:

“any person or persons or any corporation whose officers or employees maliciously and knowingly spread false reports about the finances or management [of an association organized hereunder] shall be guilty of a misdemeanor and be subject to a fine of not less than one hundred dollars (\$100.00) for each such offense; and shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars (\$500.00) for each such offense.”

Fines vary as in the case of interference with contracts and the various limits are noted in the table. Texas [2] permits trebling of the actual damages suffered by the cooperative.

14.04.19 Special Rules

A number of statutes contain unique provisions that pertain to special rules applied to the marketing contract.

Arizona states any agreement or promise, express or implied, written or oral, that interferes with the choice to join, remain a member, or leave the association or another association as part of a contractual obligation is void as against public policy.

Delaware and New Jersey give power to collect proceeds from sales and authorize deductions made by the buyer for the association. Delaware also describes suits permitted and joinder of parties in those actions.

Indiana states that described remedies are available to all associations permitted to do business in the State.

Iowa [3] contains an arbitration provision saying parties may agree to arbitrate, and fix the number of arbitrators and methods of choosing arbitrators. Arbitration may be made binding and irrevocable, and parties may ask for court assistance.

North Carolina [2] gives a procedure for payment to an estate when an association owes money to a decedent.

Pennsylvania [2] gives associations the right to redeem voting stock or terminate membership for breach of contract by the member.

Washington [2] provides for contract approval by the director of agriculture when contracts deal with annual crops. The director may require a settlement date in the contract.

The noted special rules are found in the sections identified in table 14.04.19.

14.05 Pooling

Despite the widespread use of pooling in cooperative marketing, only nine statutes specifically mention pooling in contract references. Statutes are identified in table 14.05.

14.06 Product Exemption Rules

Nine statutes state that any “exemption” that applies to a product in a farmer’s hands also applies to the product when delivered to the association. Statutes are identified in table 14.06.

CHAPTER 15. ASSOCIATION FINANCE

The financial structure and financing methods of a cooperative association have many characteristics in common with noncooperative corporations. However, additional financial obligations are placed upon members by the cooperative principle that a cooperative association is to be owned by those who use it. Techniques are used to finance cooperatives associated with the patronage relationship—techniques not found in noncooperative organizations. Many, though not all, special structural characteristics and financing techniques are addressed by cooperative incorporation statutes.

In this chapter, associations organized without capital stock are discussed first, followed by discussions of statutory provisions on membership stock and preferred stock. Par value references are then noted. Equity based on the patronage relationship is described as the third general financial source for cooperatives.

The chapter continues with a summary of provisions on limits on dividends, increases in capital, reserves, and revolving funds. Other aspects of an association's financial structure are described briefly.

The chapter ends with a discussion of State cooperative incorporation statute provisions relating to redemption of member and patron stock.

15.01 Nonstock Associations

Most statutes, 54, permit incorporation of nonstock association under their authority to form both stock and nonstock associations. Ten are limited in application to nonstock associations only. The statutes are identified in table 15.01.

15.02 Membership Fee

Membership fees are mentioned as a requirement in the articles of incorporation in Alaska, Iowa [1], Iowa [2], Nevada [2], and Oregon as shown in table 15.02. Thirty-two statutes identify as a possible bylaw topic "the amount of entrance, organization, and membership fees, if any; the manner and method of collection of the same; and the purposes for which they may be used." Eight statutes use different terminology to permit bylaw specification of membership or entrance fees.

New Jersey makes such a bylaw provision mandatory. Five additional statutes (Colorado [1], Colorado [3], Massachusetts [3], Mississippi [1] and Nevada [1]) mention only the amount of entrance or membership fees. New Mexico [1] and Rhode Island refer to methods and terms of admission and any matter or thing relative to members, respectively.

15.03 Stock Associations

Cooperative incorporation statutes address a number of topics related to stock associations. This section summarizes those concerning authoriza-

tion of stock issued, the amount issued, and the number of shares into which capital stock may be divided.

15.03.01 Authorization

Sixty-eight statutes authorize formation of associations with capital stock. Table 15.03.01 shows that most statutes refer to both stock and nonstock associations.

15.03.02 Amount of Stock

Three statutes place limits on capital stock authorization. Connecticut [1] limits capital stock to \$500,000 maximum. Massachusetts [2] states that the capital stock shall not be less than \$100 nor more than \$5 million, while South Carolina [1] says that no association shall be formed with less than \$100 of capital stock.

Most statutes, noted in table 15.03.02, leave the amount authorized to the cooperative but require the amount issued or authorized be stated in the articles of incorporation. Sixty-one statutes specifically require a statement on total amount of capital stock authorized or issued.

15.04 Membership Stock

The term membership stock is used in this report to mean the portion of capital stock with incidence of ownership and control of the association. Such stock normally combines ownership in the association, represented by the ownership of a share of common stock, with the right to control the organization through voting privileges, also represented by the share of common stock.

The distinction between membership stock and other equity interests is not always clear. This section summarizes the incorporation statutes' provisions that pertain primarily or exclusively to membership stock. The following section deals with preferred stock. The subsequent section on stock shares discusses topics that usually apply to both membership and preferred stock.

Statutory provisions on membership stock may be divided into those that describe its issue (subscription, payment for shares of stock, actual issue and liens that may attach), and limits (limits on ownership and limits on transfer). These topics are summarized in order in the following subsections.

15.04.01 Subscription

Five statutes, identified in table 15.04.01, make a subscription agreement irrevocable for 6 months unless the subscription agreement provides otherwise, or unless all subscribers consent to the revocation. The right to vote before the stock is fully paid is discussed in section 11.08.03 in the association control chapter.

15.04.02 Payment from Refunds

Fifteen statutes, listed in table 15.04.02, provide that patronage refunds may be applied to purchase membership in the association. California [2] requires at least 50 percent of the refund be so applied. Five statutes say if the applied refund is not sufficient to purchase membership after 2 years the funds may be used for certain other purposes. Maine is similar but gives a 6-year period.

15.04.03 Form of Payment

The most common statutory provision on form of payment is a statement that the association may accept a member's promissory note in full or partial payment of the membership stock. Thirty-one statutes, identified in table 15.04.03, contain such a provision.

Seven statutes list other forms of payment such as property or labor. Mississippi [1] includes services. South Carolina [1] provides that if the membership is not delivered after payment by labor or property the value must be returned in money. Montana [1] and Pennsylvania [1] permit payment in installments.

Minnesota [1] mentions payment in cash or its equivalent, and Connecticut [1] mentions only cash as a means of payment.

15.04.04 Issuance

Fifty-five statutes, identified in table 15.04.04, require membership be fully paid before it may be issued to the member.

15.04.05 Lien on Stock

When a promissory note is given for membership stock the association may hold the stock as security for payment according to the 27 statutes identified in table 15.04.05.

15.04.06 Limits on Ownership

Subsections in the chapters on articles of incorporation and bylaws identify those statutory provisions that permit articles and bylaws to establish or modify limits on the amount of capital stock any one member may own. This section notes statutory limits on amount owned. Provisions are summarized in table 15.04.06.

Fourteen statutes limit the amount of capital owned by one member to one-twentieth or 5 percent of the total capital, the proportion used in the Standard Act. Eight statutes establish a limit of 20 percent or one-fifth and five use 10 percent. Florida uses one-third and Kentucky [2] states a 49-percent maximum. South Carolina [2] is included in the one-twentieth list, though there seems to be some discrepancy in the language of the law used in this analysis.

Massachusetts [1], Pennsylvania [1], and Virginia [1] use a dollar figure of \$1,000 as the maximum. Montana [1] and Utah limit ownership to one share per member. Illinois [1] places limits of both five shares and \$500 on the amount one member may own.

15.04.07 Limits on Transfer

Limitations on transfer of stock is primarily membership related. Details of such limitations are discussed in the chapter on members and the related sections in articles of incorporation and bylaws chapters. Table 15.04.07 notes 53 statutes where limitations of some nature exist that must be considered when financial aspects of stock are analyzed.

15.05 Preferred Stock

Preferred stock is capital stock that has some preference over common stock, usually in payment of dividends. Common stock is normally the stock representing membership while preferred stock is usually a financing instrument not representing membership, though as noted subsequently the distinction is not necessarily clear.

15.05.01 Specific Reference

Forty-two statutes, identified in table 15.05.01, specifically note preferred shares of stock or classification of stock into different classes.

15.05.02 Preferences

The incorporation statutes do not describe preferences that may be given to a preferred class of stock. Specification is left to the association through its articles. The 50 statutes summarized in table 15.05.02 refer to a provision in the articles of incorporation on relative rights of preferred stock.

15.05.03 Modifying Rights

Fifteen statutes, noted in Table 15.05.03, describe circumstances under which stockholders not ordinarily entitled to vote may do so on a proposed amendment to the articles of incorporation. Ten statutes say if the proposed amendment alters the preferences of preferred stock, two-thirds of the holders of that stock must give their written consent to the change. Utah requires only majority approval. District of Columbia and New Mexico [1] state two-thirds of the holders of preferred stock must vote for approval of an amendment either altering preference of existing preferred stock or permitting issuance of a new stock class with superior preference.

Alaska, Oregon, and Wisconsin contain more detailed provisions. In those statutes, the right to vote is extended to all shareholders whose interest is affected by proposed change in articles of incorporation, and

the kinds of changes that affect shareholders are listed. An amendment is said to affect a stockholders' interests if it would:

(1) decrease dividends or change vote setting methods; (2) restrict transfer rights; (3) give preference to other classes; (4) change par value; (5) increase the number of authorized shares of a higher preference class; or (6) require or permit exchange of shares among classes. The requirements for a joint meeting of shareholders, and voting members are also described by statute. Each shareholder may cast one vote regardless of the number of shares owned, but the statutes permit the articles to give shareholders one vote for each share of stock held.

For Alaska and Oregon, the proposed amendment is adopted if it receives a majority of votes by members and shareholders entitled to vote where the vote is at a joint meeting of members and voting shareholders. Wisconsin requires a two-thirds vote of members voting on the amendment and, at the same time, a vote of two-thirds of affected stockholders voting on the amendment.

15.05.04 Limits on Transfer

No statutes explicitly limit transferability of preferred stock. A number of statutes, noted previously, allow the association to issue preferred stock to both members and nonmembers.

Five statutes state that preferred stock is transferable unless transfer is restricted by the association. In Alaska and Oregon, the restriction may be in the bylaws. In North Dakota, South Dakota, and Wisconsin, the restriction may be in the articles of incorporation. Table 15.05.04 gives sections in which preferred stock transferability is noted in 13 statutes.

15.06 Shares of Stock

Capital stock of an association is divided into shares, each of which represents a portion of the total capital stock. Incorporation statutes note several aspects of stock shares. Number of shares, value per share, par and nonpar stock, and the certificate of stock are discussed in this section.

15.06.01 Number of Shares

The number of shares into which capital stock is divided must be stated in the articles of incorporation according to the 60 statutes identified in table 15.06.01. Virginia [2] requires a description of stock without specific reference to number of shares. No statute mentions any particular number of shares into which stock must be divided.

15.06.02 Value Per Share

Five statutes place limits on the per share value of capital stock. Illinois [1] states not less than \$5 nor more than \$100, and Illinois [2] establishes a par value range not less than \$1 nor more than \$1,000 per

share. Montana [1] sets a minimum value at \$10 and a maximum of \$5,000, and Pennsylvania [1] states not less than \$5 nor more than \$25 per share. South Carolina [1] sets a minimum par value of \$5 per share.

Sections giving per share value information are shown in table 15.06.02.

15.06.03 Par Value

The par value, if any, of capital stock shares must be stated in the articles of incorporation according to 58 statutes, identified in table 15.06.03. Six statutes prohibit no-par value stock explicitly. If the requirement that a par value be stated in the articles means that no-par stock is prohibited, 47 statutes do not allow no-par stock.

15.06.04 Common Stock Certificate

A stock certificate is evidence of the ownership of a share of stock. The contents of any certificate contain some necessary information, but cooperative incorporation statutes may add to the amount of information printed on the certificate. Table 15.06.04 notes statutory requirements for common stock certificates.

The most common requirement is a restriction on transfer, required by 37 statutes, identified in table 15.06.04. Among these, Michigan requires a summary statement of articles of incorporation or bylaw provisions restricting transfer, and New Jersey allows the restriction to be firmly attached to the certificate. Alaska, North Dakota, Oregon, South Dakota, and Wisconsin list several items that must be noted on a certificate of common stock including the relative rights evidenced by common stock. District of Columbia, Iowa [3], and Pennsylvania [2] also require other information. District of Columbia, Michigan, and New Mexico [1] require that information on voting and proxy be printed on the certificate. Other required information is noted in the table.

15.06.05 Preferred Stock Certificates

Twenty-eight statutes are similar to the Standard Act in a requirement that terms and conditions of preferred share redemption be printed on the certificate. Ten statutes list other requirements for preferred share certificates. Statutes are summarized in table 15.06.05.

15.06.06 Use as Payment

Thirty-three statutes have a provision describing how an association may use preferred stock to pay for interests purchased by the association. Most are similar (some with modifications) to the Standard Act, which reads:

“Whenever an association, organized hereunder with preferred capital stock, shall purchase the stock or any property, or any interest in any property of any person, firm or corporation or association, it may dis-

charge the obligations so incurred, wholly or in part, by exchanging for the acquired interest, shares of its preferred capital stock to an amount which at par value would equal the fair market value of the stock or interest so purchased, as determined by the board of directors. In that case the transfer to the association of the stock or interest purchased shall be equivalent to payment in cash for the shares of stock issued.”

The statutes are identified in table 15.06.06.

15.07 Patronage-Based Contributions

In addition to equity capital based on membership fees and capital stock, whether preferred or common, contributions to capital may be related to the patronage relationship. The most common examples of patronage-based equity contribution are retained patronage refunds and per-unit capital retains. Contributions may also include regular direct payments to the association or payments to cover costs of services provided. Periodic contributions and patronage-based capital contributions are discussed in this section.

15.07.01 Periodic Contributions

Forty statutes contain specific reference to periodic contributions by members to the association, and charges for services. Most references are in the form of permission to include such requirements in the by-laws. Most statutes, identified in table 15.07.01, contain language similar to the Standard Act, which permits bylaws to provide the “amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association [and] the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection.”

15.07.02 Noncash Refunds

The descriptions of patronage refund payment in 16 statutes contain references to payment in the form of equity instruments rather than in cash. Application of patronage refunds toward purchase of membership was previously noted. Statutes that refer to nonmembership contributions based on patronage refunds are shown in table 15.07.02.

15.08 Limits on Dividends

A majority of statutes limit the amount of dividends or interest paid on capital stock. Limits may apply to common stock, preferred stock, or patronage-based equity.

15.08.01 Common Stock

Fifty-seven statutes place a definite maximum limit on the amount of interest or dividends (some statutes refer to “interest” and some to “div-

idends”) that may be paid on common or membership stock each. The statutes are identified in table 15.08.01. Included are statutes that refer specifically to membership or common stock and those that limit interest or dividends on all stock.

Forty-three statutes limit interest or dividends to 8 percent of its value. Eight statutes establish a 6-percent maximum. Massachusetts [2] has a 7-percent limit. California [2] has a 5-percent limit, New York and Delaware have a 12-percent limit, and Missouri [2] establishes a 10-percent maximum.

District of Columbia and New Mexico [1] further limit payment of interest to 50 percent of the net savings.

Six statutes say dividends may be cumulative and Delaware requires that they be. In contrast, six statutes say dividends may not be cumulative.

15.08.02 Preferred Stock

Fifty-five statutes place a definite maximum limit on the amount of interest or dividends (some statutes refer to “interest” and some to “dividends”) that may be paid on preferred stock. The statutes shown in table 15.08.02 include those that refer specifically to preferred stock and those that limit interest or dividends on all stock.

Forty-two statutes limit interest or dividends to 8 percent of its value. Seven statutes establish a 6-percent maximum. Massachusetts [2] has a 7-percent limit. California [2] and Missouri [2] establish limits of 5 percent and 10 percent, respectively. Delaware and New York have a 12-percent limit.

Eight statutes permit cumulative dividends and Delaware requires cumulation. District of Columbia, New Mexico [2], North Dakota, and South Dakota prohibit cumulative dividends.

15.09 Changes in Capital Stock

Changes in capital stock structure may include changes in the amount of capital stock and changes in preferences of classes of stock. Such changes are normally brought about through an amendment of the appropriate sections in the articles of incorporation. Previous sections have discussed the special member and stockholder approval requirements in articles of incorporation amendment.

15.10 Reserves

According to a majority of cooperative incorporation statutes, the cooperative may set aside a portion of net margins or net savings for reserve funds. This section summarizes statutory provisions that permit or require reserve funds, describe sources and amounts, and note uses to which such reserves may be applied.

15.10.01 Authorization

Reserves may be authorized explicitly by statute or may be mentioned in provisions in such a manner as to imply permission. Statutes granting power to establish reserves or give specific permission to establish reserves are noted in table 15.10.01. Sixty statutes contain reserve references.

15.10.02 Required Reserves

Incorporation statutes may require reserves in general terms and may also require reserves for specific purposes. Reserves for specific purposes are noted in the section on allocation of net margins or net savings and the subsection on specific uses of reserve funds. Twenty-nine statutes identified in table 15.10.02 require additions to a reserve.

15.10.03 Sources of Funds

Many statutes that mention reserves also mention the source of funding for reserves. Specific references to funding sources are noted in table 15.10.03. All statutes indicate that reserves are taken from net margins or net savings of the association before payment of patronage refunds, though differing terminology is used. One group of statutes contains a description of reserve funding in the marketing contract provision, stating the association markets members' product and returns it to members after expenses and costs, including reserves as a permitted use of the excess.

15.10.04 Amounts

Statutes address reserve amounts two ways. The proportion of net margins or net savings that may or must be placed in a reserve fund may be specified, and the total permitted or required amount of the reserve may be given. Table 15.10.04 identifies statutes with references to reserve amounts.

Because of variations in accounting practices and terminology and the variability of usage in the statutes, comparison of statutory provisions must be interpreted with extreme caution. The table and following summary must be used with that in mind.

Most statutes that require a reserve specify both the amount to be added periodically and the total amount that should be in the reserve fund. Eighteen statutes say that at least 10 percent of the net margins must be set aside for addition to the reserve. Minnesota [1] and Montana [1] require 5 percent.

Nine statutes require reserves of at least 30 percent of paid-up capital stock. After that amount is reached the portion of net margins set aside for reserves may be reduced. Connecticut [1] sets 20 percent as the mini-

imum total reserve. New Mexico [2] and Oklahoma [2] require 100 percent, and District of Columbia, Iowa [1], Missouri [2], and New Mexico [1] set 50 percent.

Iowa [3] requires 30 percent of paid-up capital plus all unpaid patronage refunds and certificates of indebtedness payable on liquidation, or \$1,000 whichever is greater. A maximum of 50 percent of the total or \$1,000, whichever is greater, is placed on the reserves.

New York gives three options by which to measure reserve required: (1) Two percent of gross receipts over a 5-year period, (2) 100 percent of paid-up capital stock or membership capital or (3) an amount necessary to make paid in capital at least 60 percent of net worth.

15.10.05 Investment

Investment of reserve funds is specifically noted in 34 statutes. As shown in table 15.10.05, most say the funds may be invested in bonds or other property as may be provided in the bylaws. Massachusetts [2] contains a restrictive provision and Oklahoma [2] limits investment in real property to real property required to conduct the primary business of the association.

15.10.06 Special Funds

Several special funds are mentioned in statutes. The most common is an educational fund to teach cooperation. Thirteen statutes, identified in table 15.10.06, note such a fund. Pennsylvania [1] notes a "propaganda and social" fund. Twenty-four statutes permit a fund to be used to retire stock, if any. Eight statutes note funds for contingency, bad debts, losses and similar purposes. New Mexico [2] and Oklahoma [2] state that the association may have a permanent fund as an addition to its capital.

15.11 Revolving Funds

The prevalence of the revolving fund method of financing a cooperative association is not reflected in the number of specific references to such a financing system in the incorporation statutes. Only six statutes, identified in table 15.11, specifically address revolving funds.

15.12 Borrowed Funds

Associations commonly borrow funds and mortgage property. Statutory power to borrow and mortgage is noted in this section.

15.12.01 Power to Borrow

The specific power to borrow money is granted in 59 statutes identified in table 15.12.01. The detail with which instruments are described varies among statutes. Thirteen statutes are similar to the Standard Act in their permission to borrow without limitation as to amount of corporate indebtedness or liability.

15.12.02 Power to Mortgage

Closely associated with the right to borrow is power to give security in the form of mortgage or other pledge of property. Power to mortgage or pledge property is specifically granted in 36 statutes identified in table 15.12.02. Alabama [2] and Colorado [1] require approval of a majority of the board of directors.

15.13 Advances to Members

Advances to members are authorized by 46 statutes identified in table 15.13. Iowa [3] specifically mentions advances to patrons in addition to members.

15.14 Stock Acquisition

Association acquisition of ownership interests in other associations or corporations is specifically permitted by a majority of incorporation statutes. This section is divided into a summary of references to ownership in cooperative associations and references to ownership interests in corporations generally. The distinction between cooperative and noncooperative corporation ownership is not clear in most statutes. Thus, the distinction between the following two subsections is not resolved.

15.14.01 Cooperative Associations

The Standard Act gives associations power to “purchase or otherwise acquire; and to hold, own, and exercise all rights of ownership in; and to sell, transfer or pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the warehousing or handling or marketing of any of the products handled by the association.”

Thirty-six statutes, noted in table 15.14.01, contain a similar provision. Twenty-two additional statutes refer to the power to invest in other associations, using different terminology.

Arkansas [1] limits the investment to 5 percent of the other association's stock, Michigan places a 20-percent limit, and Illinois [1], Iowa [1], and Virginia [2] place a 25-percent limit on ownership. South Carolina [1] and Virginia [1] limit an association's investment to 25 percent of its own reserve fund capital.

Forty-one statutes refer to ownership in associations engaged in related activities.

15.14.02 Other Corporations

In addition to references to ownership of other corporations similar to the Standard Act provision shown in the previous subsection, 43 statutes give permission to invest in corporations not explicitly identified as co-

operative associations. Provisions are summarized in table 15.14.02. Thirty statutes use terminology similar to that found in the Standard Act, which says:

"An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of any other corporation or corporations, with or without capital stock, and engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing or selling of the agricultural products handled by the association, or the byproducts thereof."

15.14.03 Banks for Cooperatives

Three statutes, noted in table 15.14.03, specifically refer to investment in banks for cooperatives.

15.15 Stock Redemption

An association's right to repurchase stock is noted by a number of statutes. The right is sometimes coupled with restrictions on repurchase, and differs between common and preferred stock.

15.15.01 Common Stock Repurchase

Thirty-nine statutes, summarized in table 15.15.01, explicitly give associations power to repurchase common stock. Various statutes give general power to repurchase, state conditions leading to repurchase, note value at which common stock may be repurchased, and indicate time in which repurchase must be made.

Eight statutes grant general power to repurchase without other explicit restrictions on reasons, value, or time.

The remaining statutes qualify redemption. Eighteen statutes are similar to the Standard Act, which reads: "The association may, at any time, as specified in the bylaws, except when the debts of the association exceed 50 percent of the assets thereof, buy in or purchase its common stock at the book value thereof, as conclusively determined by the board of directors, and pay for it in cash within 1 year thereafter."

Five additional statutes note the value at which common stock may be redeemed. Six statutes give circumstances under which redemption takes place, the most common being purchase from an inactive member.

15.15.02 Common Stock Repurchase Limitations

Thirty-four statutes, noted in table 15.15.02, place limitations on common stock repurchase. The most common provision prohibits repurchase if association debts exceed 50 percent of its assets. Other limitations are noted in the table.

15.15.03 Preferred Stock Repurchase

Forty-five statutes, summarized in table 15.15.03, make reference to an association's repurchase of preferred stock. Most of the 45 statutes permit repurchase under terms and conditions described in the articles of incorporation and printed on the stock certificate. Other statutes, noted in the table, place an assortment of conditions on preferred stock repurchase.

15.15.04 Preemptive Rights

Six statutes, identified in table 15.15.04, state that existing shareholders have no preemptive right to purchase additional shares of stock.

CHAPTER 16: MERGER, CONSOLIDATION, SUBSIDIARIES

Formal combination of an association with another business organization is the subject of this chapter. Not included are membership of one association in another association (federations are discussed in section 10.07) and interassociation contracts (summarized in section 18.06). Distinction between merger and consolidation is generally ignored to avoid excessive duplication. The common custom of using the term "merger" to include both merger and consolidation is adopted where possible.

16.01 Specific Reference

Thirty statutes, noted in table 16.01, contain a reference to merger among associations or with noncooperative business organizations. Considerable variation exists among statutes in the detail with which the merger process is described.

16.02 Procedures

Cooperative incorporation statute descriptions of procedures to be followed for merger or consolidation are generally of two types. One type of description states that the procedure used by cooperative associations is to follow, as closely as possible, procedures established for other corporations. Seven statutes, identified in table 16.02, apply general corporation laws to association merger.

Twenty-one statutes describe merger procedures in varying detail. A typical procedure described in most of the 21 statutes includes approval by boards of directors of all merging associations, adoption of a resolution and a written plan of merger, submission to association membership for approval, and formal filing with a State office.

16.03 Contents of Plan

Eighteen statutes, summarized in table 16.03, specify contents of the merger or consolidation plan.

The most common set of requirements include: Old and new names, terms and conditions of the proposed merger or consolidation, proposed effects on all members and stockholders of each association, the articles of the new association, and other provisions necessary or desirable. A few statutes apply articles of incorporation requirements to merger plan contents.

16.04 Approval

Cooperative incorporation statutes describing member approval either directly specify voting proportions required or apply statutory rules for adoption of amendments to articles of incorporation. Table 16.04 shows member approval requirements for merger and consolidation.

Thirteen statutes require approval of two-thirds of the members voting at a meeting. Hawaii, Nevada [1], and Nevada [2] require approval based on two-thirds voting power.

Four statutes make a majority of votes cast at a meeting the necessary proportion, and four other statutes require approval by a majority of association members.

16.05 Abandonment of Plan

Seven statutes say the plan to merge or consolidate may be abandoned any time prior to filing articles of merger. The statutes are identified in table 16.05.

16.06 Articles of Merger

Contents of articles of merger (documents filed with a State office) are described in 19 statutes, noted in table 16.06. All statutes require a description of the merger, most commonly by including the approved plan of merger. Most statutes also require some certification that the plan was adopted by the required vote. Minnesota [1] requires approval of the attorney general.

16.07 Filing

Statutory requirements that articles of merger be filed are identified in table 16.07.

16.08 Result of Merger or Consolidation

Twenty-one statutes describe results of a completed merger or consolidation. As shown in table 16.08, most statutes note termination of former associations and survival of one as described in the merger or consolidation plan, the transfer of existing rights, duties and liabilities to the new association, and protection of creditors' interests.

16.09 Rights of Dissenting Member

Six statutes allow members who dissent from the merger or consolidation decision to leave the association and be paid for their interests. The characteristics of the six statutes are summarized in table 16.09. Arkansas [3] and Idaho say dissenting members are not entitled to receive payment for interest. Maryland, Pennsylvania [2], and Washington [2] give the dissenting member the same rights as a dissenting shareholder in a general business corporation.

16.10 Subsidiary Formation

Many statutes give associations power to purchase shares of stock in other organizations (see section 15.14). Purchase of stock in this manner may be one means of subsidiary formation.

In addition to stock purchase powers, 23 statutes refer specifically to formation and ownership of an organization to carry out some functions of the cooperative association. The statutes identified in table 16.10 are similar to the Standard Act: "An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of any other corporation or corporations, with or without capital stock, and engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing or selling of the agricultural products handled by the association, or the byproducts thereof."

CHAPTER 17: DISSOLUTION

A cooperative association may cease to function in several ways. It may merge into another organization, it may sell its assets and become dormant, or it may formally dissolve, distribute assets, and cease to exist as a corporate entity.

Chapter 16 discussed statutory provisions on merger and consolidation. This chapter summarizes provisions that describe disposition of all or substantially all of an association's assets, and the process of formal dissolution.

Procedures and requirements for disposition of assets and dissolution are quite peculiar to each jurisdiction, and comparisons cannot be easily made. Therefore, discussion of most topics addressed in the statutes is brief. Generalizations are made without detailed breakdowns of statutory provision contents.

17.01 Disposition of All Assets

Disposition of all assets does not necessarily mean business operations cease. However, it is such an unusual event that special procedures, including member approval, may be required. Disposition of assets in the usual and regular course of business normally does not require extraordinary procedures.

17.01.01 Authorization

Nineteen statutes, identified in table 17.01.01, make specific reference to disposition of all or substantially all assets by an association. The statutes vary in the kinds of transactions covered by authorization requirements. Mortgage of all assets, lease or exchange of all assets, and fixed assets are treated specially and differently among the statutes.

17.01.02 Approval

Member approval is the most common special requirement for asset distribution. Sixteen statutes, summarized in table 17.01.02, require special member approval of asset disposition.

Of the 16 statutes with approval requirements, half require approval of two-thirds of the members or stockholders casting votes at a meeting. Alaska, Delaware, and Oregon require approval of a majority of votes cast. Florida [1] and Kansas [2] specify two-thirds consent of all members (Kansas [2] as an option to a two-thirds vote at a meeting). Kansas [1], North Dakota, and South Dakota require a three-fourths approval by voting members or stockholders. Indiana refers to approval by a majority of members eligible to vote, whether voting power is equal or not equal.

17.01.03 Consideration

Five statutes, identified in table 17.01.03, provide that consideration received for assets sold may consist of money, real or personal property, or shares of another association or corporation.

17.01.04 Abandonment

Four statutes, identified in table 17.01.04, permit the board of directors to abandon a plan to dispose of all assets after the plan has been approved by members.

17.02 Corporate Dissolution

Formal termination of a corporate entity is called dissolution. Dissolution may be a voluntary decision by the association or, in some circumstances, it may be involuntary. In either case, there are formal requirements for documents, procedures are specified, and final distribution of assets is described as existence of the corporate entity ceases. Detail with which procedures are described varies widely among statutes.

This section identifies statutory references to cooperative association voluntary and involuntary dissolution, and summarizes initiation and approval requirements.

17.02.01 Voluntary

Thirty-five statutes, identified in table 17.02.01, note the power or right of an association to wind up its business and dissolve.

17.02.02 Involuntary

Seventeen statutes, shown in table 17.02.02, make reference to involuntary dissolution. Most statutes give one or more reasons for involuntary dissolution.

17.02.03 Initiation

Voluntary dissolution may be initiated either by the board of directors or by members as a body. Statutory descriptions of the first step toward dissolution are summarized in table 17.02.03. Six statutes say the board of directors initiates dissolution procedures, while the remaining statutes refer to action of the membership.

17.02.04 Approval

The 30 statutes describing member approval are noted in table 17.02.04. The table includes member approval required after a board resolution and approval of the membership by membership initiation.

Fourteen statutes require approval of two-thirds of the association's members or voting power for dissolution. Ten require two-thirds approval of votes cast. Three-fourths of votes cast is required according to five statutes. New Jersey specifies majority approval.

17.02.05 Procedures

Dissolution procedures after member approval are described in varying detail in 29 statutes, summarized in table 17.02.05. A typical procedure is appointment by members of trustees, usually three, to carry out the dissolution process. Trustees then wind up the association's business and liquidate assets. The final step is distribution of money.

17.03 Distribution of Assets

Property must be distributed according to priorities, and to members and stockholders in proportions determined by an established rule.

17.03.01 Priority of Distribution

Property remaining after assets are liquidated must first be applied against debts and obligations owed by the association, according to 25 statutes noted in table 17.03.01.

17.03.02 Apportionment

The surplus remaining after satisfaction of obligations is finally apportioned among members. The 26 statutes summarized in table 17.03.02 show three varying ways in which apportionment rules are described.

Fifteen statutes refer to existing law, articles of incorporation, bylaws, or agreement as the source of apportionment rules. Six statutes say distribution is to be made according to members' or stockholders' property interests. Five statutes relate distribution to stock ownership, and five relate distribution to past patronage. Of those basing distribution on patronage, District of Columbia, New Mexico [1], New York, and Texas [1] use the last 6 years as a base, and Kentucky [2] uses 5 years. Several statutes give apportionment methods in the alternative.

Nevada [2] and Nevada [3] say distribution is made to members "share and share alike."

CHAPTER 18: REGULATION AND SPECIAL PROVISIONS

Cooperative associations in all States operate within State regulations and other special provisions, many of which are applicable to all corporations. State cooperative incorporation statutes analyzed often contain provisions regulating or protecting associations. Regulations and special provisions not analyzed elsewhere are identified and summarized in this chapter.

Supervisory requirements and requirements for annual financial reports filed with a State agency are discussed in the first two sections. This is followed by a section on special legal actions by or against the association. Operation across State boundaries is surveyed in section 18.05. Special applications of antitrust law to cooperative associations are identified in section 18.06. Finally, statutes that apply special rules to farm products in the hands of cooperative associations are identified.

18.01 Supervision

Though all cooperative associations incorporated under a statute are subject to State supervision as an inherent part of the incorporation powers of the State, few statutes give supervisory powers in general, explicit terms. The four statutes that specifically grant general supervisory powers of the State are summarized in table 18.01.

18.02 Annual Reports

Fifty-two statutes require associations incorporated under the statute to make periodic reports to a State agency concerning the association's business affairs. (Reports to members are discussed in section 11.12.) Many statutes prescribe consequences of failure to file required annual reports.

18.02.01 Requirement

The fifty-two statutory requirements for annual reports are identified in table 18.02.01. Many state only an annual requirement, while other give specific dates or periods from the end of the association's fiscal year. All statutes listed except Texas [1] require reports of all associations regardless of size, business, or other characteristics. Texas [1] bases requirements on size and business done.

18.02.02 Contents

Statutes vary considerably in the list of contents required in the annual report. Each statute must be analyzed for requirements. A typical list of contents (the list given by the Standard Act) requires the name of the association, its principal place of business "and a general statement of its business operations during the fiscal year, showing the amount of capital stock paid up and the number of stockholders of a stock association or the number of members and the amount of membership fees

received, if a nonstock association; the total expenses of operations; the amount of its indebtedness or liabilities, and its balance sheets."

18.02.03 Failure to File

An association that fails to file required annual reports may be subject to penalties. Table 18.02.03 shows consequences ranging from loss of good standing to involuntary dissolution of the association. These statutes permit a writ of mandamus, an enforceable requirement directing the association to comply with reporting requirements.

18.03 Proceedings Against Association

A few statutes contain provisions related to special legal actions in which an association may become involved. These include quo warranto, ultra vires problems, and derivative suits.

18.03.01 Legal Existence

Nine statutes, noted in table 18.03.01, describe inquiry into the association's existence. Seven statutes mention a quo warranto proceeding to look into the legitimacy of association operation. The seven statutes are generally similar to a statement that "the right of an association claiming to be organized and incorporated and carrying on its business under this chapter to do and continue its business may be inquired into by quo warranto at the suit of the attorney general, but not otherwise."

18.03.02 Exceeding Powers

Several consequences may follow if an association engages in an activity beyond its legal purposes, called ultra vires. Five statutes, summarized in table 18.03.02, have provisions related to exceeding powers. All except California [2] say that no act or property transfer is invalid because it is in excess of the associations' power, except certain actions by members, directors, the cooperative or the attorney general are authorized.

18.03.03 Derivative Suits

A derivative suit is a suit brought on behalf of an association by a member or stockholder. A derivative suit can be brought only when certain conditions are met. Five statutes, identified in table 18.03.03, permit a derivative suit by members or stockholders, and specify conditions.

18.04 Interstate Business

A cooperative association, as any other corporation, may be required to register or receive permission to do business in more than one State. Statutory provisions referring to interstate business are summarized in this section.

18.04.01 Power Granted

Fourteen statutes, identified in table 18.04.01, make specific reference to a domestic association's power to conduct business in other States. Not included in the list is a typical general provision found in the powers section that an association may carry out its purpose anywhere.

18.04.02 Foreign Associations

Business of foreign associations (associations incorporated in another State) is mentioned in two ways. Some statutes describe requirements that must be met by an out-of-State association before it can conduct business instate. Other statutes mention foreign associations by granting them permission to use the word "cooperative" in their title if certain conditions are met, typically that they operate substantially like a domestic cooperative association.

Table 18.04.02 summarizes the 35 statutes that set requirements for business of a foreign cooperative association.

18.04.03 Registered Agent

Thirteen statutes, identified in table 18.04.03, contain a requirement that the association maintain a registered agent in the State.

18.05 State Assistance

Fourteen statutes, identified in table 18.05, provide for State assistance to farmers contemplating cooperative association incorporation. Most are similar to the Standard Act (except for the office to provide assistance), which reads: "Every group of persons contemplating the organization of an association under this act is urged to communicate with the dean of the college of agriculture of the University of Kentucky, who will inform them whatever a survey of the marketing conditions affecting the commodities proposed to be handled may indicate regarding probable success." The purposes of an association are listed, and the statute states further, "for the purpose, the farmers should secure special guidance and instructive data from the dean of the college of agriculture of the University of Kentucky."

Statutes listed in the table contain one or both provisions.

18.06 Antitrust

Special treatment under States' antitrust laws are often made for cooperative associations in the cooperative incorporation statute. The statement of general rules on interassociation coordination are summarized in this section.

18.06.01 Statement of Rules

The 48 statutes shown in table 18.06.01 state that formation of a cooperative marketing association is not in itself illegal under the State anti-trust laws. The most typical provision is similar to the Standard Act provision stating: "Any association organized hereunder shall be deemed not to be a conspiracy nor a combination in restraint of trade nor an illegal monopoly; nor an attempt to lessen competition or to fix prices arbitrarily or to create a combination or pool in violation of any law of this State; and the marketing contracts and agreements between the association and its members and any agreements authorized in this act shall be considered not to be illegal nor in restraint of trade nor contrary to the provisions of any statute enacted against pooling or combinations."

A provision similar to the Standard Act is found in 42 statutes, while a provision to the same purpose is found in the remaining six statutes. Kansas [2] qualifies antitrust treatment for associations with a statement that prices may not be arbitrary, discriminatory, or detrimental to the public interest.

Eight statutes among the 48 say an association may acquire, exchange, interpret, and disseminate past, present, and prospective crop, market, statistical, economic and other information. In addition, an association may advise its members about adjustment of current and prospective production, consumption, selling prices and surplus. The purpose of these activities is that markets may be served from the most convenient production areas and that a program of orderly marketing will assure supplies without undue enhancement of prices or accumulation of undue surpluses.

18.06.02 Interassociation Agreements

A common provision of the statutes does not refer specifically to anti-trust law rules, but permits activities among associations that might otherwise have antitrust implications. Forty-three statutes, identified in table 18.06.02, are similar to the Standard Act. The Standard Act provision for interassociation agreement says, "Any association may, upon resolution adopted by its board of directors, enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements and contracts and arrangements with any other cooperative corporation, association or associations, formed in this or in any other State, for the cooperative and more economical carrying on of its business or any part or parts thereof. Any two or more associations may, by agreement between them, unite in employing and using or may separately employ and use the same personnel, methods, means and agencies for carrying on and conducting their respective businesses."

18.07 Product Exemption

Statutes identified in table 18.07 trace rules applying to farm products through the cooperative association. A typical statement says, "Any

exemption under any existing law which applies to any agricultural product in the possession, or under the control, of the individual producer, shall apply similarly and completely to such product which is delivered by its farmer members that are in the possession, or under the control, of the association." Thirteen statutes contain a similar provision.

Table 1.04.01—Statutes analyzed, corporate law references, using the report—references to corporation law—general corporation law

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-30 | Apply except where conflicting or inconsistent (see text) |
| Alabama [2] | 2-10-72 | Similar to Standard Act |
| Arizona | 10-702 | Similar to Standard Act |
| Arkansas [2] | 77-926 | Similar to Standard Act |
| Arkansas [3] | 77-1018 | Similar to Standard Act |
| California [1] | 54 040 | Similar to Standard Act, members deemed shareholders |
| California [2] | 12205 | Nonprofit mutual benefit corporation law applies |
| Colorado [1] | 7-55-116 | Similar to Standard Act |
| Colorado [2] | 7-56-130 | Similar to Standard Act |
| Connecticut [1] | 33-183 | Enjoy all powers and privileges, subject to all duties |
| Florida [1] | 618.24 | Similar to Standard Act |
| Georgia | 65-222 | Similar to Standard Act |
| Hawaii | 421-25 | Applicable except where otherwise provided |
| Idaho | 22-2626 | Similar to Standard Act, as they apply to nonprofit corporations |
| Illinois [2] | 470 | Similar to Standard Act |
| Indiana | 15-7-1-28 | Similar to Standard Act |
| Kansas [2] | 17-1628 | Similar to Standard Act |
| Kentucky [2] | 272.341 | Similar to Standard Act |
| Louisiana [1] | 86 | Similar to Standard Act |
| Louisiana [2] | 149 | Similar to Standard Act |
| Maryland | 5-531 | Similar to Standard Act |
| Massachusetts [2] | 3 | Subject to provisions of corporation statutes if consistent |
| Massachusetts [3] | 10 | Subject to provisions of corporation statutes as applicable |
| Minnesota [1] | 308.05(1) | Similar to Standard Act |
| Missouri [1] | 274.290 | Similar to Standard Act |
| Montana [1] | 35-15-103 | Subject to duties, restrictions, liabilities in general laws |
| Montana [2] | 35-16-101 | Corporation law except as provided otherwise |
| Nebraska [2] | 21-1414 | Similar to Standard Act |
| New Jersey | 4:13-12 | Similar to Standard Act |
| New Mexico [1] | 76-12-21 | Similar to Standard Act |
| New York | 5 | Business corporation laws apply, detailed description |
| North Carolina [1] | 54-117 | Mutual associations maintained as in general corporation law |
| North Carolina [2] | 54-142, 142.1 | Similar to Standard Act, nonprofit act for nonstock |
| Ohio | 1729.27 | Similar to Standard Act |
| Oklahoma [1] | 354 | Similar to Standard Act |
| Oklahoma [2] | 361w | Similar to Standard Act |
| Rhode Island | 7-7-20 | Similar to Standard Act |
| South Carolina [2] | 33-47-40 | Similar to Standard Act |
| Tennessee | 43-16-144 | Similar to Standard Act |

Table 1.04.01—Statutes analyzed, corporate law references, using the report—references to corporation law—general corporation law (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Texas [1] | 1396-59.01(3) | Subject to nonprofit corporations act unless conflicting |
| Texas [2] | 2516 | General corporation law applies unless in conflict |
| Texas [3] | 5763 | Similar to Standard Act |
| Virginia [1] | 13.1-301 | Apply if not in conflict |
| Virginia [2] | 13.1-343 | Similar to Standard Act |
| Washington [2] | 24.32.310 | Similar to Standard Act, exceptions stated |
| West Virginia | 22-4-29 | Similar to Standard Act |
| Wyoming | 17-187 | Similar to Standard Act |

Table 1.04.02—Statutes analyzed, corporate law references, using the report—references to corporation law—conflicting laws

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-21 | Conflicting provisions not construed to apply to association |
| Alabama [2] | 2-10-68 | Similar to Standard Act |
| Alabama [3] | 2-10-108 | Does not conflict with Alabama [2] |
| Arizona | 10-702 | Similar to Standard Act |
| Arkansas [1] | 64-1517, 1524 | Does not conflict with Arkansas [2], prior laws repealed |
| Arkansas [2] | 77-920 | Similar to Standard Act |
| Arkansas [3] | 77-1025 | Similar to Standard Act, not to affect Arkansas [2] |
| California [1] | 54034 | Similar to Standard Act |
| Colorado [1] | 7-55-113 | Existing assn. or assn. organized under Colorado [3] presumed to adopt |
| Colorado [2] | 7-56-123(1) | Similar to Standard Act |
| District of Columbia | 29-843 | Conflicting or inappropriate provision not to apply |
| Florida [1] | 618.28 | Not to affect Florida [2] |
| Georgia | 65-223 | Similar to Standard Act |
| Idaho | 22-2620 | Similar to Standard Act |
| Illinois [2] | 461 | Similar to Standard Act |
| Indiana | 15-7-1-19 | Similar to Standard Act |
| Iowa [3] | 499.56 | Similar to Standard Act, Iowa [1] and Iowa [2] limited |
| Kansas [2] | 17-1619, 1626 | Similar to Standard Act |
| Louisiana [1] | 87 | Not to affect Louisiana [2] |
| Louisiana [2] | 139 | Similar to Standard Act |
| Minnesota [1] | 308.18 | Repeal of prior law limited; effect of subsequent laws limited |
| Minnesota [2] | 308.72 | Repeal of prior law limited; effect of subsequent laws limited |
| Mississippi [1] | 79-17-25 | Similar to Standard Act with restrictions (see text) |
| Mississippi [2] | 79-19-37 | Similar to Standard Act |
| Missouri [1] | 274.300(1) | Similar to Standard Act |
| Nebraska [2] | 21-1414 | Similar to Standard Act |
| Nevada [3] | 81.540 | Not to affect Nevada [1] or Nevada [2] |
| New Hampshire | 301:51 | Similar to Standard Act |
| New Mexico [1] | 53-4-43, 44 | Similar to Standard Act |

Table 1.04.03—Statutes analyzed, corporate law references, using the report—references to corporation law—cooperative conversion (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Louisiana [2] | 143 | Similar to Standard Act |
| Maine | 1775 | Two-thirds members voting, change in articles or bylaws |
| Maryland | 5-507 | By new articles |
| Massachusetts [2] | 7 | Majority vote at meeting, cooperative association may adopt |
| Minnesota [1] | 308.14(1) | By amendment of articles |
| Minnesota [2] | 308.77 | Similar to Standard Act |
| Mississippi [1] | 79-19-45 | Similar to Standard Act |
| Missouri [1] | 274.190 | Similar to Standard Act |
| Missouri [2] | 357.170 | Majority member vote |
| Montana [1] | 35-15-305 | Majority vote |
| Montana [3] | 35-17-204 | Similar to Standard Act |
| New Hampshire | 301:45 | Similar to Standard Act |
| New Jersey | 4:13-13 | Adoption of approved resolution |
| New Mexico [1] | 76-12-17 | Similar to Standard Act |
| New Mexico [2] | 53-4-40 | Two-thirds member votes, change in articles or bylaws |
| North Carolina [1] | 54-118 | By majority vote of members |
| North Carolina [2] | 54-140 | Similar to Standard Act |
| North Dakota | 10-15-44 | By change in articles |
| Ohio | 1769.26 | Similar to Standard Act |
| Oklahoma [2] | 361q | Similar to Standard Act |
| Oregon | 62.635 | Change in articles to meet requirements |
| Pennsylvania [1] | 12022 | For existing associations, majority vote at meeting |
| Pennsylvania [2] | 12105 | Majority vote, new restriction, statement filed |
| South Carolina [1] | 33-45-200 | Majority vote, new restrictions, statement filed |
| South Carolina [2] | 33-47-90 | Similar to Standard Act |
| South Dakota | 47-15-14 | By change in articles |
| Texas [1] | 1396-50.01(42) | Two-thirds members voting, change in articles and bylaws |
| Texas [3] | 5760 | Similar to Standard Act |
| Vermont | 1028 | Majority director vote, two-thirds members, two-thirds stockholders by class |
| Virginia [1] | 13.1-309 | By reincorporation or change in articles |
| Virginia [2] | 13.1-334, 344 | By change in articles; for existing associations |
| Washington [1] | 23.86.190 | Majority vote, statement filed |
| Washington [2] | 24.32.290 | Two-thirds member vote at meeting, limiting membership, other restrictions |
| West Virginia | 19-2-25 | Similar to Standard Act |
| Wisconsin | 185.64, 185.96(1) | By change in articles |

Table 2.01—Declaration of policy—conditions in agriculture

| Statute | Section or article |
|----------------|--------------------|
| STANDARD | 883f-5 |
| California [1] | 54032 |
| Colorado [2] | 7-56-106 |
| Illinois [2] | 444 |
| Indiana | 15-7-1-1(b) |
| Minnesota [2] | 308.53 |
| Tennessee | 43-16-107 |

Table 2.02—Declaration of policy—general purpose of statute

| Statute | Section or article | Description |
|----------------|--------------------|---|
| STANDARD | 883f-1 | Promote orderly marketing, reduce waste, direct markets (see text) |
| Alabama [3] | 2-10-91 | Promote the general welfare of agriculture, simplified, inexpensive procedure |
| Arkansas [2] | 77-901 | Similar to Standard Act |
| California [1] | 54031 | Similar to Standard Act |
| Colorado [2] | 7-56-102 | Similar to Standard Act |
| Idaho | 22-2601 | Similar to Standard Act |
| Illinois [2] | 440 | Similar to Standard Act |
| Indiana | 15-7-1(a) | Similar to Standard Act |

| | | |
|--------------------|-----------|---|
| Kansas [2] | 17-1601 | Similar to Standard Act with additions (see text) |
| Kentucky [2] | 272.101 | Similar to Standard Act |
| Louisiana [1] | 71 | To encourage better farm production and marketing (see text) |
| Louisiana [2] | 121 | Similar to Standard Act with addition (see text) |
| Maine | 1772 | Improve economic position of agriculture, encourage cooperation |
| Minnesota [2] | 308.53 | Similar to Standard Act |
| Mississippi [1] | 79-17-7 | Promote welfare of agriculture, encourage cooperation |
| Mississippi [2] | 79-19-1 | Similar to Standard Act |
| Montana [3] | 35-17-102 | Similar to Standard Act with addition (see text) |
| New Mexico [2] | 76-12-2 | Promote intelligent marketing and cooperation |
| New York | 2 | Improve economic welfare of producers, encourage cooperation |
| North Carolina [2] | 54-129 | Similar to Standard Act |
| Oklahoma [2] | 361a | Promote intelligent marketing and cooperation |
| Oregon | 62.845 | Encourage efficient production and distribution |
| Pennsylvania [2] | 12102 | Improve economic position of agriculture, encourage cooperation |
| South Carolina [2] | 33-47-30 | Similar to Standard Act |
| Tennessee | 43-16-102 | Similar to Standard Act |
| Texas [3] | 5737 | Similar to Standard Act with addition (see text) |
| Utah | 3-1-1 | Improve economic position of agriculture, encourage cooperation |
| Virginia [2] | 13.1-312 | Improve economic position of agriculture, encourage cooperation |
| Wyoming | 17-10-101 | Similar to Standard Act |

Table 2.03—Declaration of policy—specific purpose of statute

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| Alabama [3] | 2-10-91 | Enable farmers to form cooperative associations |
| Arkansas [1] | 64-1501 | Provide for formation, carrying on, rights, powers, liabilities, duties of associations |
| Arkansas [3] | 77-1001 | Provide for formation, operation, rights, powers, liabilities (see text) |
| Colorado [2] | 7-56-102 | Enable farmers to form cooperative associations |
| Illinois [2] | 440 | Provide for incorporation of cooperative associations |
| Indiana [1] | 15-7-1-1(a) | Provide for incorporation of cooperative associations |
| Louisiana [1] | 71 | Provide for formation, operation, rights, powers, liabilities (see text) |
| Mississippi [1] | 79-17-7 | Enable farmers to form cooperative associations |
| New York | 110 | Provide for means by which farmers may cooperate |
| Oklahoma [2] | 361a | Promote, foster, and encourage incorporation of cooperative marketing associations |
| Tennessee | 43-16-102 | Enable farmers to form cooperative associations |

Table 2.04—Declarations of policy—statutory construction

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Maine | 1773 | Construed to effect purposes and make laws uniform |
| Nevada [2] | 81.170(2) | Liberally construed to effect purposes |
| New Mexico [2] | 76-12-2 | Liberally construed |
| Oklahoma [2] | 361a | Liberally construed |
| Pennsylvania [2] | 12102 | Liberally construed to effect purposes |
| Utah | 3-1-1 | Liberally construed |
| | 3-1-27 | Construed to effect purposes and make laws uniform |
| Virginia [2] | 13.1-312 | Liberally construed to effect purposes |

Table 3.01—General nature of cooperative associations—organizing statute

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-2(c) | Any corporation organized under this act |
| Alabama [2] | 2-10-50(3) | Similar to Standard Act |
| Alaska | 10.15.595(4) | Similar to Standard Act |
| Arizona | 10-701(3) | Similar to Standard Act |
| Arkansas [2] | 77-902(c) | Similar to Standard Act |
| Arkansas [3] | 77-1002(c) | Similar to Standard Act |
| California [1] | 54002 | Similar to Standard Act or if function subject to act |
| Colorado [1] | 7-55-101(1) | Any association under this act or the following two acts |
| Colorado [2] | 7-56-103 | Similar to Standard Act |
| Colorado [3] | 7-55-101(1) | Any association under this act by virtue of Colorado [1] |
| Delaware | 8501(2) | Similar to Standard Act |
| District of Columbia | 29-801(1) | “Group enterprise” organized under this law |
| Georgia | 65-201(c) | Similar to Standard Act |
| Hawaii | 421-1(3) | Domestic associations organized under Hawaii State laws |
| Idaho | 22-2602(c) | Similar to Standard Act |
| Illinois [2] | 441(c) | Any corporation organized under this act |
| Indiana | 15-7-1-2(c) | Organized or brought under this act |
| Iowa [3] | 499.2 | Similar to Standard Act |
| Kansas [2] | 17-1602(c) | Similar to Standard Act |
| <hr/> | | |
| Kentucky [1] | 272.010(2)(d) | Similar to Standard Act |
| Kentucky [2] | 272.011(2) | Similar to Standard Act or organized under special or general act |
| Louisiana [1] | 72(3) | Similar to Standard Act |
| Louisiana [2] | 122(3) | Similar to Standard Act |
| Maine | 1774(3) | Similar to Standard Act or a similar domestic or foreign corporation |
| Minnesota [2] | 308.52(4) | Similar to Standard Act |
| Mississippi [2] | 79-17-3(c) | Similar to Standard Act |
| Missouri [1] | 274.020(2) | Similar to Standard Act |
| Montana [3] | 35-17-103 | Similar to Standard Act |
| Nebraska [2] | 21-1401 | Similar to Standard Act |
| New Hampshire | 301:1 | Similar to Standard Act |
| New Jersey | 4:13-1 | Similar to Standard Act and foreign corporation authorized |
| New Mexico [1] | 53-4-1(1) | “Group enterprise” legally incorporated hereunder |
| New Mexico [2] | 76-12-3(c) | Similar to Standard Act |
| New York | 3(c) | Similar to Standard Act or special or general law |
| North Carolina [2] | 54-130(2) | Similar to Standard Act, foreign corporation meeting requirements |
| North Dakota | 10-15-01(1) | Similar to Standard Act |
| Ohio | 1729.01(B) | Similar to Standard Act |
| Oklahoma [1] | 331 | Similar to Standard Act |
| Oklahoma [2] | 361(b) | Similar to Standard Act |

Table 3.01—General nature of cooperative associations—organizing statute (continued)

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Oregon | 62.015(1)(c) | Similar to Standard Act |
| Pennsylvania [2] | 12104 | Similar to Standard Act, domestic or foreign |
| Rhode Island | 7-7-1 | Similar to Standard Act |
| South Carolina | 33-47-20(2) | Similar to Standard Act |
| South Dakota | 47-15-1(1) | Similar to Standard Act |
| Tennessee | 43-16-103 | Similar to Standard Act |
| Texas [1] | 1396-50.01(2) | Similar to Standard Act |
| Texas [3] | 5738 | Similar to Standard Act |
| Utah | 3-1-2(b) | Similar to Standard Act, or a like domestic or foreign corporation |
| Vermont | 991(2) | Similar to Standard Act |
| Virginia [2] | 13.1-313(c) | Similar to Standard Act, or a like domestic or foreign corporation |
| Washington [2] | 24.32.010(3) | Similar to Standard Act |
| West Virginia | 19-4-1(c) | Similar to Standard Act |
| Wisconsin | 185.01(1) | Similar to Standard Act |
| Wyoming | 17-10-102(3) | Similar to Standard Act |

Table 3.02—General nature of cooperative associations—method of operation

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [1] | 2-10-20 | Associations which engage in activities similar to co-op marketing associations |
| Arkansas [1] | 64-1503 | Distribute net profits after dividends, prorated on business |
| California [2] | 12201 | Proportional returns of earnings, mutual benefits |
| Colorado [1] | 7-55-101 | Net earnings distribution, limited dividends & nonmember bus., mutual benefit |
| District of Columbia | 29-801(5) | Limited return on capital & voting, net earnings return, mutual benefit |
| Florida [1] | 618.01(3) | Mutual benefit, limited dividends & nonmember business |
| Hawaii | 421-1(2) | Mutual benefit, limited returns & nonmember business, restricted purposes |
| Illinois [2] | 441(c) | Mutual benefit, limited returns & nonmember bus., producer-owned, controlled |
| Iowa [2] | 498.3 | Mutual benefit, one vote, limited nonmember business |
| Iowa [3] | 499.2 | Limited voting, dividends & nonmember business, net income distribution |
| Kansas [1] | 17-1501 | Distributes net profits, after dividends, prorated on business |
| Kentucky [1] | 272.010(1) | Distributes net profits, after dividends, prorated on business |
| Kentucky [2] | 272.011(2) | Foreign co-op-mutual benefit, limited activities, return & nonmember business |
| Maine | 1774(3) | Mutual benefit, limited return & nonmember business, restricted purpose |
| Maryland | 5-501 | Mutual benefit, net savings distrib., limited voting, dividends & nonmember bus. |
| Massachusetts [3] | 10 | Mutual benefit |
| Michigan | 21.99, 21.100 | Proportional net earnings return, restrictions on investment, voting, law |
| Nevada [1] | 81.020(1) | Mutual benefit, limited voting, dividends, nonmember business |
| New Mexico [1] | 53-4-1 | Mutual benefit, limited vote & return, net saving distribution |
| New Mexico [2] | 76-12-3(c) | Mutual benefit, limited dividends & nonmember business |

Table 3.02—General nature of cooperative associations—method of operation (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New York | 111(a) | Mutual benefit, limited voting, return on capital, & nonmember business |
| North Carolina [2] | 54-130(2) | Foreign co-op-mutual benefit, limited return & nonmember business |
| North Dakota | 10-15-01(2) | Foreign co-op-limited voting, dividends & nonmember bus., net savings distrib. |
| Oklahoma [1] | 332 | Mutual benefit, limited voting, dividends |
| Oklahoma [2] | 361b | Foreign co-op-mutual benefit, limited dividends & nonmember business |
| Pennsylvania [1] | 12104(4) | Foreign co-op-mutual benefit |
| Texas [1] | 1396-50.01(2) | Net savings returned in proportion to patronage |
| Texas [3] | 5738(c) | Foreign co-op—mutual benefit, limited voting, dividends & nonmember business |
| Utah | 3-1-2(b) | Foreign co-op—mutual benefit, limited return & nonmember business |
| Vermont | 981 | Limited voting, dividends, stock ownership, other requirements |
| Virginia [2] | 13.1-313(c) | Foreign co-op—mutual benefit, limited purposes, returns & nonmember business |
| Wisconsin | 185.01 | Foreign co-op—limited voting, return & nonmember business, net savings distr. |

Table 3.03—General nature of cooperative associations—deemed to be nonprofit

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-2 | See text for provision |
| Alabama [2] | 2-10-51 | Similar to Standard Act |
| Arizona | 10-703(B) | Similar to Standard Act with "shall not" provision |
| Arkansas [2] | 77-902 | Similar to Standard Act |
| Arkansas [3] | 77-1001 | Similar to Standard Act |
| California [1] | 54033 | Similar to Standard Act |
| Colorado [1] | 7-55-101(d) | Shall not be profit, but for mutual benefit of members |
| Colorado [2] | 7-56-103(4) | Similar to Standard Act |
| Connecticut [2] | 33-195 | Shall be conducted without profit to association itself |
| District of Columbia | 29-801(1) | Shall be deemed to be a nonprofit corporation |
| Florida [1] | 618.01(4) | Similar to Standard Act |
| Florida [2] | 619.03 | Business shall not be carried on for profit |
| Georgia | 65-201 | Similar to Standard Act |
| Hawaii | 421-1(4) | Primary object to render service, not pay dividends (see text) |
| Idaho | 22-2602 | Similar to Standard Act |
| Illinois [2] | 441(e) | Similar to Standard Act |
| Indiana | 15-7-1-2(e) | Shall be termed and deemed nonprofit |
| Iowa [2] | 498.1 | Declared not to be for pecuniary profit |
| Kansas [2] | 17-1602 | Similar to Standard Act |
| Kentucky [1] | 272.010(3) | Similar to Standard Act |
| Kentucky [2] | 272.011(2) | Primary object to render service, not pay dividends (see text) |
| Louisiana [1] | 71 | Are nonbusiness associations because membership limited (see text) |
| Louisiana [2] | 122 | Similar to Standard Act |
| Maine | 1774(3) | Purpose to render service, not pay dividends (see text) |
| Maryland | 5-526 | Associations may operate on a nonprofit basis |
| Michigan | 21.99 | Shall be considered nonprofit |

Table 3.03—General nature of cooperative associations—deemed to be nonprofit (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Minnesota [2] | 308.52(7) | Similar to Standard Act |
| Mississippi [2] | 79-19-3 | Similar to Standard Act |
| Missouri [1] | 274.020(2) | Similar to Standard Act |
| Montana [3] | 35-17-101 | Similar to Standard Act |
| Nebraska [2] | 21-1401 | Similar to Standard Act |
| Nevada [1] | 81.020(1) | Shall be operated for mutual benefit of members |
| Nevada [3] | 81.420 | Shall not be carried on for profit |
| New Hampshire | 301:1 | Shall be deemed nonprofit |
| New Mexico [1] | 53-4-1(1) | Shall be deemed a nonprofit corporation |
| New Mexico [2] | 76-12-3(e) | Similar to Standard Act |
| New York | 3(d) | Purpose to render service, not pay dividends (see text) |
| North Carolina [1] | 54-111 | May associate on mutual plan |
| North Carolina [2] | 54-130 | Similar to Standard Act |
| Ohio | 1729.01 | Similar to Standard Act |
| Oklahoma [1] | 332 | For mutual benefit of members, not conducted for profit |
| Oklahoma [2] | 361b(e) | Similar to Standard Act |
| Rhode Island | 7-7-5 | Similar to Standard Act |
| South Carolina [2] | 33-47-20 | Similar to Standard Act |
| Tennessee | 43-16-103 | Similar to Standard Act |
| Texas [1] | 1396-50.01(3) | Subject to nonprofit corporation statute |
| | | |
| Texas [2] | 2518 | Shall be not for profit |
| Texas [3] | 5738 | Similar to Standard Act |
| Utah | 33-1-2(f) | Purpose to render service, not pay dividends (see text) |
| Vermont | 991 | Associations means nonprofit associations |
| Virginia [2] | 13.1-313(c) | Purpose to render service, not pay dividends (see text) |
| Washington [1] | 23.86.020 | For mutual welfare |
| Washington [2] | 24.32.010 | Similar to Standard Act |
| West Virginia | 19-4-1(c) | Shall be deemed nonprofit |
| Wyoming | 17-10-102 | Similar to Standard Act |

Table 4.01—Definitions—agricultural products

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-2(a) | See text for list of products included |
| Alabama [2] | 2-10-50(1) | Similar to Standard Act, addition of fish products |
| Alabama [3] | 2-10-90 | Products of field, pasture, meadows and garden, . . . others and fish products |
| Arizona | 10-701(2) | Similar to Standard Act |
| Arkansas [2] | 77-902(a) | Similar to Standard Act and ranch products |
| Arkansas [3] | 77-1002(a) | Similar to Standard Act, addition of ranch, plantation and range |
| California [1] | 54004 | Similar to Standard Act |
| Colorado [2] | 7-56-103(1) | Similar to Standard Act |
| Connecticut [2] | 33-194 | Definition of "Agriculture" similar to Standard Act definition of agric. products |
| Delaware | 8501(1) | Similar to Standard Act with additions and deletions (see text) |
| Florida [1] | 618.01(1) | Similar to Standard Act |
| Georgia | 65-201(a) | Similar to Standard Act and marine or aquatic animals |
| Hawaii | 421-1(1) | Similar to Standard Act and floricultural, nut, coffee, plantation products |
| Idaho | 22-2602(a) | Similar to Standard Act |
| Illinois [2] | 441(a) | Similar to Standard Act and fur-bearing animals |
| Indiana | 15-7-1-2(a) | Similar to Standard Act |
| Iowa [3] | 499.2 | Similar to Standard Act |
| Kansas [2] | 17-1602(a) | Similar to Standard Act and ranch products |
| Kentucky [2] | 272.011(1) | Similar to Standard Act and floricultural |
| Louisiana [1] | 72(1) | Similar to Standard Act and range and fur-bearing animals |
| Louisiana [2] | 122(1) | Similar to Standard Act |
| Maine | 1774(1) | Similar to Standard Act, nut and floricultural |
| Massachusetts [3] | 10 | Terms used are similar to Standard Act |
| Minnesota [2] | 308.52(2) | Similar to Standard Act |
| Mississippi [1] | 79-17-39 | Products of field, pasture, meadow and garden, list of others |
| Mississippi [2] | 79-19-3 | Similar to Standard Act |
| Missouri [1] | 274.020(1) | Similar to Standard Act |
| Montana [3] | 35-17-103 | Similar to Standard Act |
| Nebraska [2] | 21-1401 | Similar to Standard Act, nut and field crops and byproducts |
| New Hampshire | 301:1 | Similar to Standard Act |
| New Jersey | 4:13-1 | Similar to Standard Act, floricultural, fur-bearing animals, aquatic products |
| New Mexico [2] | 76-12-3(a) | Similar to Standard Act, nuts, except forestry |
| New York | 3(a), 111(b) | Similar to Standard Act, nuts, floricultural, and byproducts |
| North Carolina [2] | 54-130(1) | Similar to Standard Act |
| Ohio | 1729.01(A) | Similar to Standard Act |
| Oklahoma [2] | 361b(a) | Similar to Standard Act, nuts, except forestry |
| Pennsylvania [2] | 12104(1) | Similar to Standard Act, seeds, nuts, mushrooms |
| Rhode Island | 7-7-1 | Similar to Standard Act, field crops, nuts, floricultural, and byproducts |
| South Carolina [2] | 33-47-20(1) | Similar to Standard Act |
| Tennessee | 45-16-103 | Similar to Standard Act |
| Texas [3] | 5738(a) | Similar to Standard Act |

Table 4.01—Definitions—agricultural products (continued)

| Statute | Section or article | Description |
|---------------|--------------------|---|
| Utah | 3-1-2(a) | Similar to Standard Act and nut, seed, ground stock and floricultural |
| Vermont | 991(1) | Similar to Standard Act |
| Virginia [2] | 13.1-313(a) | Similar to Standard Act and nut, seed, ground stock and floricultural |
| West Virginia | 19-4-1(a) | Similar to Standard Act, in natural form or processed |
| Wyoming | 17-10-102(1) | Similar to Standard Act |

Table 4.02—Definitions—miscellaneous

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alabama [2] | 2-10-50(5) | Production of agricultural products |
| Alabama [3] | 2-10-90(1) | Producers of agricultural products |
| Alaska | 10.15.595(5) | Corporation, articles, board, commissioner, court, foreign co-op, shareholder |
| Arizona | 10-701 | Active member, marketing agreement |
| California [2] | 12204 | Shares, shareholder |
| Delaware | 8501(3), (4) | Patron, person engaged in agriculture |
| District of Columbia | 29-801 | Net savings, savings return |
| Hawaii | 421-1(7), (8) | Board, articles |
| Kentucky [1] | 272.010(2) | Livestock, farmer, department, cooperative plan |
| Kentucky [2] | 272.011 | Corporation, board, foreign association |
| Louisiana [1] | 72(5) | Muskrat farmer |
| Maine | 1774 | Articles, board, independent ag contractor, foreign assn., marketing, products |
| Minnesota [2] | 308.52 | Directors, nonprofit associations, commissioner |
| New Jersey | 4:13-1 | Secretary, producer, processor, agricultural commissioner |
| New Mexico [1] | 53-4-1 | Interest, dividends, net savings, savings |
| New York | 3, III(c) | Food, feed, net margins, net retained proceeds, patron |
| North Carolina [2] | 54-130(3) | Charter |
| North Dakota | 10-15-01(4) | Corporation |
| Oregon | 62.015(1)(d) | Corporation, security, anniversary |
| | 62.015(2) | Articles, board, foreign co-op, shareholder |
| Pennsylvania [2] | 12104(3), (9) | Engaging in agriculture, supplies, board, patron, producer |
| South Dakota | 47-15-1(3), (1) | Corporation, articles, foreign co-op |
| Texas [1] | 1396-50.01(2) | Net savings, savings return, cooperative basis, patronage dividends, investment |
| Utah | 3-1-2 | Board, articles, producer, domestic and foreign associations |
| Vermont | 991 | Consumers co-op, marketing co-op, railroad co-op, handcraft product |
| Virginia [2] | 13.1-313 | Supplies, board, patron, commission |
| Wisconsin | 185.01(4), (7) | Corporation, security, foreign co-ops |

Table 5.01.01—Association purposes—agricultural purposes—production

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| Alabama [3] | 2-10-91 | Maryland | 5-502(1) |
| Arkansas [3] | 77-1004 | Montana [2] | 35-16-201 |
| California [1] | 54061(a) | | |
| Connecticut [2] | 33-195 | Nebraska [2] | 21-1402 |
| Florida [1] | 618.06 | New Jersey | 4:13-3 |
| | | New York | 13 |
| | | | |
| Hawaii | 421-2(1) | North Carolina [2] | 54-132 |
| Idaho | 22-2604 | Pennsylvania [2] | 12109(1) |
| Illinois [2] | 443 | | |
| Indiana | 15-7-1-4 | Rhode Island | 7-7-2 |
| Iowa [3] | 499.6 | South Carolina [2] | 33-47-80(1) |
| | | Texas [3] | 5740 |
| Kentucky [2] | 272.111 | Utah | 3-1-4(a) |
| Louisiana [1] | 74(1) | Virginia [2] | 13.1-315(a) |
| Maine | 1822(1) | | |

Table 5.01.02—Association purposes—agricultural purposes—processing

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| STANDARD | 883f-4 | Standard Act list (see text) |
| Alabama [2] | 2-10-53 | Standard Act, plus ginning, without grading |
| Alabama [3] | 2-10-91 | Processing, packing, distribution |
| Arkansas [2] | 77-904 | Standard Act, plus ginning, compressing, without grading |
| Arkansas [3] | 77-1004 | Standard Act, plus dairying, milling, ginning, compressing, without grading |
| California [1] | 54061(b) | Standard Act |
| | | |
| Colorado [2] | 7-56-105 | Standard Act |
| Connecticut [2] | 33-195 | Treating, dealing in, handling or manufacturing |
| Florida [1] | 618.06 | Standard Act, plus warehousing, growing |
| Georgia | 65-214 | Standard Act, plus ginning, without grading |
| Hawaii | 421-2(1) | Standard Act, plus assembling, manufacturing, blending, ginning, warehousing |
| | | |
| Idaho | 22-2604 | Standard Act, without grading |
| Illinois [2] | 443 | Standard Act, plus warehousing |
| Indiana | 15-7-1-4 | Standard Act |
| Iowa [3] | 499.6 | Grade, blend, preserve, process, store, warehouse, handle |
| Kansas [2] | 17-1604 | Standard Act, plus threshing, milling, without grading |
| | | |
| Kentucky [2] | 272.111 | Standard Act |
| Louisiana [1] | 74(1) | Standard Act, plus dairying, milling, ginning, compressing, without grading |
| Louisiana [2] | 124 | Standard Act, plus manufacturing |

Table 5.01.02—Association purposes—agricultural purposes—processing (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Maine | 1822(1) | Standard Act, plus assembling, manufacturing, blending, ginning, warehousing |
| Maryland | 5-502(1) | Process, prepare for market, handle, store |
| Minnesota [2] | 308.55 | Standard Act |
| Mississippi [2] | 79-19-7 | Standard Act, plus manufacturing, growing, breeding livestock and poultry |
| Missouri [1] | 274.030 | Standard Act |
| Montana [2] | 35-16-201 | Processing, storing, warehousing |
| Montana [3] | 35-17-105 | Standard Act, without grading |
| Nebraska [2] | 21-1402 | List somewhat similar to Standard Act |
| New Jersey | 4:13-3 | Standard Act, plus manufacturing, hauling, ginning, without grading |
| New Mexico [2] | 76-12-5 | Standard Act, plus blending, warehousing |
| New York | 13 | Standard Act, plus cultivating, cleansing, warehousing, manufacturing, blending |
| North Carolina [2] | 54-132 | Standard Act, without grading |
| Ohio | 1729.02 | Standard Act |
| Oklahoma [1] | 332 | Processing, preparing, picking, storing, shipping, handling |
| Oklahoma [2] | 361d | Standard Act, plus blending, warehousing |
| Pennsylvania [2] | 12109(1) | Standard Act, plus assembling, manuf., blending, ginning, transp., warehousing |
| Rhode Island | 7-7-2 | List somewhat similar to Standard Act |
| South Carolina [2] | 33-47-80(2) | Standard Act, without grading |
| Tennessee | 43-16-105 | Standard Act, without grading |

| | | |
|----------------|-------------|--|
| Texas [3] | 5740 | Standard Act, without grading, packing |
| Utah | 3-1-4(a) | Standard Act, plus assembling, ginning, manufacturing, warehousing, blending |
| Virginia [2] | 13.1-315(a) | Standard Act, plus assembling, ginning, blending, warehousing, manufacturing |
| Washington [2] | 24.32.030 | Standard Act, without grading |
| West Virginia | 19-4-3 | Standard Act |
| Wyoming | 17-10-104 | Standard Act, without grading |

Table 5.01.03—Association purposes—agricultural purposes—byproducts

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-4 | Illinois [2] | 443 |
| Arizona | 10-705(1) | Indiana | 15-7-1-4 |
| Arkansas [2] | 77-904 | Iowa [3] | 499.6 |
| Arkansas [3] | 77-1004 | Kansas [2] | 17-1604 |
| California [1] | 54061(b) | Kentucky [2] | 272.211(1) |
| Colorado [2] | 7-56-105 | Louisiana [1] | 74(1) |
| Connecticut [2] | 33-195 | Louisiana [2] | 124 |
| Florida [1] | 618.06 | Maine | 1822(1) |
| Georgia | 65-213(a) | Minnesota [2] | 308.55 |
| Hawaii | 421-2(1) | Mississippi [2] | 79-19-7 |
| Idaho | 22-2606(a) | | |

Table 5.01.03—Association purposes—agricultural purposes—byproducts (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Missouri [1] | 274.030 | South Carolina [2] | 33-47-80(3) |
| Montana [3] | 35-17-105 | Tennessee | 43-16-105 |
| New Jersey | 4:13-3(a) | Texas [3] | 574 |
| New Mexico [2] | 76-12-5 | Utah | 3-1-4(a) |
| New York | 13 | Virginia [2] | 13.1-315(a) |
| North Carolina [2] | 54-132 | Washington [2] | 24.32.030 |
| Ohio | 1729.02 | West Virginia | 19-4-3 |
| Oklahoma [1] | 332 | Wyoming | 17-10-104, 109(7) |
| Oklahoma [2] | 361d | | |
| Pennsylvania [2] | 12109(1) | | |

Table 5.01.04—Association purposes—agricultural purposes—marketing

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-4 | Any activity in connection with marketing (see text) |
| Alabama [2] | 2-10-53 | Similar to Standard Act |
| Alabama [3] | 2-10-91 | Marketing |
| Arkansas [2] | 77-904 | Similar to Standard Act |
| Arkansas [3] | 77-1004 | Similar to Standard Act |
| California [1] | 54061(a) | Similar to Standard Act |

| | | |
|-----------------|-----------|---|
| Colorado [2] | 7-56-105 | Similar to Standard Act |
| Connecticut [2] | 33-195 | For marketing, buying, selling members' product |
| Florida [1] | 618.06 | Similar to Standard Act |
| Georgia | 65-214 | Similar to Standard Act |
| Hawaii | 421-2(1) | Similar to Standard Act |
| Idaho | 22-2604 | Similar to Standard Act |
| Illinois [2] | 443 | Similar to Standard Act |
| Indiana | 15-7-1-4 | Similar to Standard Act |
| Iowa [3] | 499.6 | Similar to Standard Act |
| Kansas [2] | 17-1604 | Similar to Standard Act |
| Kentucky [2] | 272.111 | Similar to Standard Act |
| Louisiana [1] | 74(1) | Similar to Standard Act |
| Louisiana [2] | 124 | Similar to Standard Act |
| Maine | 1822(1) | Similar to Standard Act |
| Maryland | 5-502(1) | Marketing |
| Minnesota [2] | 308.55 | Similar to Standard Act |
| Mississippi [1] | 79-17-25 | Marketing |
| Mississippi [2] | 79-19-7 | Similar to Standard Act |
| Missouri [1] | 274.030 | Similar to Standard Act |
| Montana [2] | 35-16-201 | Marketing |
| Montana [3] | 35-17-105 | Similar to Standard Act |
| Nebraska [2] | 21-1402 | Marketing |

Table 5.01.04—Association purposes—agricultural purposes—marketing (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| New Jersey | 4:13-3 | Marketing, selling, bargaining and contracting for |
| New Mexico [2] | 76-12-5 | Similar to Standard Act |
| New York | 13 | Marketing, warehousing, selling |
| North Carolina [2] | 54-132 | Similar to Standard Act |
| Ohio | 1729.02 | Similar to Standard Act |
| Oklahoma [1] | 332 | Marketing |
| Oklahoma [2] | 361d | Similar to Standard Act |
| Pennsylvania [2] | 12109(1) | Marketing, buying, selling, bargaining or contracting for |
| Rhode Island | 7-7-2 | Marketing |
| South Carolina [2] | 33-47-80(1) | Similar to Standard Act |
| Tennessee | 43-16-105 | Similar to Standard Act |
| Texas [3] | 5740 | Similar to Standard Act |
| Utah | 3-1-4(a) | Marketing, buying or selling |
| Virginia [2] | 13.1-315(a) | Marketing, buying or selling |
| Washington [2] | 24.32.030 | Similar to Standard Act |
| West Virginia | 19-4-3 | Similar to Standard Act |
| Wyoming | 17-10-104 | Similar to Standard Act |

Table 5.01.05—Association purpose—agricultural purposes—supply

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-4 | Any activity in connection with supply (see text) |
| Alabama [2] | 2-10-53 | Similar to Standard Act |
| Alabama [3] | 2-10-91 | Similar to Standard Act |
| Arkansas [2] | 77-904 | Similar to Standard Act |
| Arkansas [3] | 77-1004 | Purchase, hiring or use of machinery, supplies, equipment |
| California [1] | 54061 | Similar to Standard Act |
| Colorado [2] | 7-56-105 | Similar to Standard Act |
| Connecticut [2] | 33-195 | Standard Act except manufacturing, government surplus reference |
| Florida [1] | 618.06 | Similar to Standard Act |
| Georgia | 65-214 | Similar to Standard Act |
| Hawaii | 421-2(2) | List of supply functions (see text) |
| Idaho | 22-2604 | Similar to Standard Act |
| Illinois [2] | 443 | Similar to Standard Act |
| Indiana | 15-7-1-4 | Similar to Standard Act |
| Iowa [3] | 499.6 | Similar to Standard Act, except manufacturing, includes petroleum, fertilizer |
| Kansas [2] | 17-1604 | Similar to Standard Act |

Table 5.01.05—Association purposes—agricultural purposes—supply (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Kentucky [2] | 272.111 | Similar to Standard Act |
| Louisiana [1] | 74(1) | Purchase, hiring or use, machinery or equipment |
| Louisiana [2] | 124 | Similar to Standard Act |
| Maine | 1822(2) | List of several items (see text) |
| Maryland | 5-502(3) | Purchase or otherwise acquire goods or services for members |
| Minnesota [2] | 308.55 | Similar to Standard Act |
| Mississippi [2] | 79-19-7 | Similar to Standard Act |
| Missouri [1] | 274.030 | Similar to Standard Act |
| Montana [3] | 35-17-105 | Similar to Standard Act |
| Nebraska [2] | 21-1402 | Supplies, equipment, machinery or commodities |
| New Jersey | 4:13-3 | Hiring labor, machinery, services, supplies (see text) |
| New Mexico [2] | 76-12-5 | Standard Act, plus feed, fertilizer, gasoline, seeds, oil |
| New York | 13 | Acquisition of labor, supplies, livestock, others (see text) |
| North Carolina [2] | 54-132 | Similar to Standard Act |
| Ohio | 1729.02 | Similar to Standard Act |
| Oklahoma [1] | 332 | Members may hire or buy farm supplies, machinery |
| Oklahoma [2] | 361d | Similar to Standard Act, plus feed, fertilizer, seeds, oil, gasoline |
| Pennsylvania [2] | 12109(2), (3) | Broad terms (see text) |
| Rhode Island | 7-7-2 | Supplies, equipment, machinery or commodities |
| South Carolina [2] | 33-47-80(4) | Similar to Standard Act |

| | | |
|----------------|--------------------|---|
| Tennessee | 43-16-105 | Similar to Standard Act |
| Texas [3] | 5740 | Similar to Standard Act |
| Utah | 3-1-4(b), (c), (3) | Detailed provisions (see text) |
| Virginia [2] | 13.1-315(b) | Manufacturing, processing, storing, transporting, buying (see text) |
| Washington [2] | 24.32.030 | Similar to Standard Act |
| West Virginia | 19-4-3 | Similar to Standard Act |
| Wyoming | 17-10-104 | Similar to Standard Act |

Table 5.01.06—Association purposes—agricultural purposes—financing

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-4 | Illinois [2] | 443 |
| Alabama [2] | 2-10-53 | Indiana | 15-7-1-4 |
| Alabama [3] | 2-10-91 | Iowa [3] | 499.6 |
| Arkansas [2] | 77-904 | Kansas [2] | 17-1604 |
| California [1] | 54061(d) | Kentucky [2] | 272.111 |
| Colorado [2] | 7-56-105 | Louisiana [2] | 124 |
| Connecticut [2] | 33-195 | Maine | 1822(4) |
| Florida [1] | 618.06 | Minnesota [2] | 308.55 |
| Georgia | 65-214 | Mississippi [2] | 79-19-7 |
| Hawaii | 421-2(4) | Missouri [1] | 274.030 |
| Idaho | 22-2604 | | |

Table 5.01.06—Association purposes—agricultural purposes—financing (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Montana [3] | 35-17-105 | South Carolina [2] | 33-47-80(5) |
| New Jersey | 4:13-3 | Tennessee | 43-16-105 |
| New Mexico [2] | 76-12-5 | Texas [3] | 5740 |
| New York | 13 | Utah | 3-1-4(f) |
| North Carolina [2] | 54-132 | Virginia [2] | 13.1-315(d) |
| Ohio | 1729.02 | Washington [2] | 24.32.030 |
| Oklahoma [1] | 332 | West Virginia | 19-4-3 |
| Oklahoma [2] | 361d | Wyoming | 17-10-104 |
| Pennsylvania [2] | 12109(4) | | |
| Rhode Island | 7-7-2 | | |

Table 5.01.07—Association purposes—agricultural purposes—multiple activities

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-4 | Missouri [1] | 274.030 |
| Alabama [2] | 2-10-53 | Montana [3] | 35-17-105 |
| Arkansas [2] | 77-904 | New Jersey | 4:13-3(f) |
| California [1] | 54171 | New Mexico [2] | 76-12-5 |
| Colorado [2] | 7-56-105 | North Carolina [2] | 54-132 |
| Florida [1] | 618.06 | Ohio | 1729.02 |
| | | Oklahoma [2] | 361d |

| | | | |
|-----------------|----------|--------------------|-------------|
| Georgia | 65-214 | Pennsylvania [2] | 12109(3) |
| Idaho | 22-2604 | Rhode Island | 7-7-2 |
| Illinois [2] | 443 | South Carolina [2] | 33-47-80(6) |
| Indiana | 15-7-1-4 | Tennessee | 43-16-105 |
| Iowa [3] | 499.6 | Texas | 5740 |
| Kansas [2] | 17-1604 | Washington [2] | 24.32.030 |
| Kentucky [2] | 272.111 | West Virginia | 19-4-3 |
| Louisiana [2] | 124 | Wyoming | 17-10-104 |
| Minnesota [2] | 308.55 | | |
| Mississippi [2] | 79-19-7 | | |

Table 5.01.08—Association purposes—agricultural purposes—business and educational services

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|------------------|--------------------|
| Florida [1] | 618.06 | New Mexico [2] | 76-12-5 |
| Hawaii | 421-2(3) | Oklahoma [2] | 361d |
| Illinois [2] | 443 | Pennsylvania [2] | 12109(3) |
| Indiana | 15-7-1-4 | Utah | 3-1-4(e) |
| Iowa [3] | 499.6 | Virginia [2] | 13.1-315(c) |
| Kentucky [2] | 272.111 | West Virginia | 19-4-3 |
| Maine | 1822(3) | | |

Table 5.02—Association purposes—general purposes

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.005 | Any lawful purpose except banking, insurance, electric, telephone |
| Arkansas [1] | 64-1503 | Agricultural, mercantile, banking, manufacturing (see text) |
| Arkansas [3] | 71-1004 | Detailed list (see text) |
| California [2] | 12201 | Any lawful business |
| Connecticut [1] | 33-183 | Mercantile, trade, mechanical, manufacturing or agricultural business |
| Connecticut [2] | 33-195 | Procuring insurance for members |
| District of Columbia | 29-803 | Detailed list (see text) |
| Georgia | 65-214 | Terracing land, prevention of soil erosion |
| Illinois [1] | 305 | Detailed list (see text) |
| Iowa [1] | 497.1 | Agricultural, dairy, mercantile, mining, manufacturing, mechanical |
| Iowa [2] | 498.2 | Similar to Iowa [1] with livestock, horticultural, telephone |
| Iowa [3] | 499.6 | Mercantile, manufacturing, mechanical, mining, electric, telephone |
| Kansas [1] | 17-1501 | Any business or industrial pursuit |
| Kansas [2] | 17-1604 | Detailed list (see text) |
| Kentucky [1] | 272.020(1) | Agricultural, mercantile, mining, manufacturing, mechanical business |
| Louisiana [1] | 74(1) | In connection with construction or maintenance of houses, sheds, barns |
| Massachusetts [1] | 1 | Carrying on any business and cooperative trade |
| Massachusetts [2] | 3, 3A, 3B | Agricultural, dairy or mercantile, housing, consumption |
| Michigan | 21.100 | Any business purpose |
| Minnesota [1] | 308.05 | Detailed list (see text) |
| Mississippi [1] | 79-17-25 | Detailed list (see text) |
| Missouri [2] | 357.010(1) | Agricultural or mercantile business |
| Montana [1] | 35-15-201 | Broad purposes (see text) |
| Nebraska [1] | 21-1301 | Any business purpose |
| Nevada [2] | 81.180(1) | Any business purpose |
| New Mexico [1] | 53-4-3 | Any business purpose, with another list |
| New York | 13 | Educational services, farms, housing, medical |
| North Carolina [1] | 54-111 | Detailed list (see text) |
| North Dakota | 10-15-02 | Any purpose except banking, insurance, railroads |
| Oregon | 62.115 | Any lawful purpose except banking or insurance |
| Pennsylvania [1] | 12001 | Detailed list (see text) |
| South Carolina [1] | 33-45-30 | Agricultural, mercantile, mining, mechanical, manufacturing business |
| South Dakota | 47-15-2 | Any lawful purpose except banking, insurance, railroads |
| Texas [1] | 1396-50.01(5) | Detailed list (see text) |
| Utah | 3-1-4(d) | Furnishing telephone, electrical service |
| Virginia [1] | 13.1-301 | Agricultural, fishing, mercantile, brokerage, manufacturing, mechanical bus. |
| Washington [1] | 23.86.010, .020 | Any business purpose, also adds list |
| West Virginia | 19-4-3 | Credit associations and market information |
| Wisconsin | 185.02 | Any purposes except banking, insurance, railroads |

Table 6.01.01—Association powers—functional powers—market and sell

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-6(a) | Any activity in connection with marketing and selling (see text) |
| Alabama [2] | 2-10-54(1) | Similar to Standard Act |
| Alabama [3] | 2-10-99(5) | Market members' products cooperatively |
| Arizona | 10-705(1) | Similar to Standard Act |
| Arkansas [2] | 77-906(a) | Similar to Standard Act |
| Arkansas [3] | 77-1006(a) | Similar to Standard Act, includes producing |
| California [1] | 54171 | Similar to Standard Act |
| Colorado [2] | 7-56-107(a) | Similar to Standard Act |
| Delaware | 8507 | Buy and sell agricultural products, services in connection with production |
| Florida [1] | 618.07(1) | Similar to Standard Act, includes producing |
| Georgia | 65-213(a) | Similar to Standard Act, includes land terracing |
| Idaho | 22-2606(a) | Similar to Standard Act, includes producing |
| Illinois [2] | 445(a) | Similar to Standard Act, includes producing |
| Indiana | 15-7-1-5(a) | Similar to Standard Act, includes producing |
| Iowa [3] | 499.6(2) | Market and sell |
| Kansas [1] | 17-1503 | Similar to Standard Act |
| Kansas [2] | 17-1605(a) | Similar to Standard Act |
| Kentucky [2] | 272.211(1) | Similar to Standard Act, includes producing |
| Louisiana [1] | 74(1) | Similar to Standard Act, includes producing |
| Louisiana [2] | 125(1) | Similar to Standard Act |
| Maryland | 5-504(1) | Produce, market, sell |
| Minnesota [1] | 308.05 | Buy, sell or deal in products, negotiate price, contract |
| Minnesota [2] | 308.56(1) | Similar to Standard Act |
| Mississippi [1] | 79-17-25 | Market, pool, purchase products |
| Mississippi [2] | 79-19-9(a) | Similar to Standard Act |
| Missouri [1] | 274.060(1) | Similar to Standard Act |
| Montana [3] | 35-17-106 | Similar to Standard Act |
| New Hampshire | 301:3(1) | Similar to Standard Act |
| New Jersey | 4:13-16, 3(g) | Market, sell, bargain, contract |
| New Mexico [2] | 76-12-5,6(a) | Similar to Standard Act |
| North Carolina [2] | 54-151(1) | Similar to Standard Act, includes producing |
| Ohio | 1729.03(A) | Similar to Standard Act |
| Oklahoma [1] | 336(e) | Market or sell |
| South Carolina [2] | 33-47-230(1)(a) | Similar to Standard Act, includes producing |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [2] | 2520 | Act as cooperative selling agent for members |
| Texas [3] | 5742(a) | Similar to Standard Act, special reference to citrus |
| Vermont | 994(1) | Similar to Standard Act |
| Washington [2] | 24.32.050(1) | Similar to Standard Act |
| West Virginia | 19-4-4(a) | Similar to Standard Act |
| Wyoming | 17-10-109(7) | Similar to Standard Act, includes producing |

Table 6.01.02—Association powers—functional powers—process

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-6(a) | Louisiana [2] | 125(1) |
| | | Maryland | 5-504(1)(i) |
| Alabama [2] | 2-10-54(1) | Minnesota [2] | 308.56(1) |
| Alabama [3] | 2-10-99(9) | Mississippi [1] | 79-17-25 |
| Arizona | 10-705(1) | Mississippi [2] | 79-19-9(a) |
| Arkansas [2] | 77-906(a) | Missouri [1] | 274.060(1) |
| Arkansas [3] | 77-1006(a) | Montana [3] | 35-17-106 |
| California [1] | 54171 | New Hampshire | 301:3(I) |
| Colorado [2] | 7-56-107(a) | New Jersey | 4:13-3, 16(g) |
| Delaware | 8507 | New Mexico [2] | 76-12-5, 6(a) |
| Florida [1] | 618.07(1) | North Carolina [2] | 54-151(1) |
| Georgia | 65-213(a) | Ohio | 1729.03(A) |
| Idaho | 22-2606(a) | Oklahoma [2] | 336(e) |
| Illinois [2] | 445(a) | South Carolina [2] | 33-47-230(1)(a) |
| Indiana | 15-7-1-5(a) | Tennessee | 43-16-108 |
| Iowa [3] | 499.6, 7(a) | Texas [3] | 5742(a) |
| Kansas [1] | 17-1503 | Vermont | 994(1) |
| Kansas [2] | 17-1605(a) | Washington [2] | 24.32.050(1) |
| Kentucky [2] | 272.211(1) | West Virginia | 19-4-4(a) |
| Louisiana [1] | 74(1) | Wyoming | 17-10-109(7) |

Table 6.01.03—Association powers—functional powers—handle byproducts

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-6(a) | Louisiana [1] | 74(1) |
| | | Louisiana [2] | 125(1) |
| Alabama [2] | 2-10-54(2) | Maryland | 5-504(1)(ii) |
| Arizona | 10-705(1) | Minnesota [2] | 308.56 |
| Arkansas [2] | 77-906(a) | Mississippi [2] | 79-19-9(a) |
| Arkansas [3] | 77-1006(a) | Missouri [1] | 274.060(1) |
| California [1] | 54171 | Montana [3] | 35-17-106 |
| Colorado [2] | 7-56-107(a) | New Hampshire | 301:3(I) |
| Florida [1] | 618.07(1) | New Jersey | 4:13-3, 16(g) |
| Georgia | 65-213(a) | New Mexico [2] | 76-12-5, 6(a) |
| Idaho | 22-2606(a) | North Carolina [2] | 54-151(1) |
| Illinois [2] | 445(a) | Ohio | 1729.03(A) |
| Indiana | 15-7-1-5(a) | South Carolina [2] | 33-47-230(1) (a) |
| Iowa [3] | 499.6, 7(a) | Tennessee | 43-16-108 |
| Kansas [1] | 17-1503 | Texas [3] | 5742(a) |
| Kansas [2] | 17-1605(a) | | |
| Kentucky [2] | 272.211(1) | | |

Table 6.01.03—Association powers—functional powers—handle byproducts (continued)

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|---------------|--------------------|
| Vermont | 994(1) | West Virginia | 19-4-4(a) |
| Washington [2] | 24.32.050(1) | Wyoming | 17-10-109(7) |

Table 6.01.04—Association powers—functional powers—purchase for members

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-6 | Maryland | 5-504(1)(iii) |
| Alabama [2] | 2-10-54(3) | Minnesota [2] | 308.56(1) |
| Alabama [3] | 2-10-99(10) | Mississippi [1] | 79-17-25 |
| Arizona | 10-705(1) | Mississippi [2] | 79-19-9(a) |
| Arkansas [2] | 77-906(a) | Missouri [1] | 274.060(1) |
| Arkansas [3] | 77-1006(a) | Montana [3] | 35-17-106 |
| California [1] | 54171 | New Hampshire | 301:3(I) |
| Colorado [2] | 77-56-107(a) | New Jersey | 4:13-3, 16(g) |
| Connecticut [2] | 33-195 | New Mexico [2] | 76-12-5, 6(a) |
| Delaware | 8507 | North Carolina [2] | 54-151(1) |
| Florida [1] | 618.07(1) | Ohio | 1729.03(A) |
| Georgia | 65-213(a) | South Carolina [2] | 33-47-230(1) (c) |
| Idaho | 22-2606(a) | Tennessee | 43-16-108 |
| Illinois [2] | 445(a) | Texas [2] | 2520 |
| | | Texas [3] | 5742(a) |

| | |
|---------------|-------------|
| Indiana | 15-7-1-5(a) |
| Iowa [3] | 499.6, 7(1) |
| Kansas [1] | 17-1503 |
| Kansas [2] | 17-1605(a) |
| Kentucky [2] | 272.211(1) |
| Louisiana [1] | 74(1) |
| Louisiana [2] | 125(1) |

| | |
|----------------|--------------|
| Vermont | 994(1) |
| Washington [2] | 24.32.050(1) |
| West Virginia | 19-4-4(a) |
| Wyoming | 17-10-109(7) |

Table 6.01.05—Association powers—functional powers—manufacture for members

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| California [1] | 54171 | Missouri [1] | 274.060(1) |
| Colorado [2] | 7-56-107(a) | Montana [3] | 35-17-106 |
| Florida [1] | 618.07(1) | New Hampshire | 301:3(I) |
| Idaho | 22-2606(a) | New Jersey | 4:13-3, 16(g) |
| Illinois [2] | 445(a) | New Mexico [2] | 76-12-5, 6(a) |
| Indiana | 15-7-1-5(a) | Ohio | 1729.03(A) |
| Kansas [2] | 17-1605(a) | Oklahoma [1] | 336(e) |
| Louisiana [2] | 125(1) | South Carolina [2] | 33-47-230(1)(b) |
| Minnesota [2] | 308.56(1) | Tennessee | 43-16-108 |
| Mississippi [2] | 79-19-9(a) | Vermont | 994(1) |
| | | West Virginia | 19-4-4(a) |

Table 6.01.06—Association powers—functional powers—financing operations

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-6 | Mississippi [2] | 79-19-9(a) |
| Alabama [2] | 2-10-54(4) | Missouri [1] | 274.060(1) |
| Arizona | 10-705(1) | Montana [3] | 35-17-106 |
| Arkansas [2] | 77-906(a) | Nevada [2] | 21-1405(5) |
| California [1] | 54171 | New Hampshire | 301:3(I) |
| Colorado [2] | 7-56-107(a) | New Jersey | 4:13.316(g) |
| Florida [1] | 618.07(1) | New Mexico [2] | 76-12-5,6(a) |
| Georgia | 65-213(a) | North Carolina [2] | 54-151(1) |
| Idaho | 22-2606(a) | Ohio | 1729.03(A) |
| Illinois [2] | 445(a) | Rhode Island | 7-7-6(h) |
| Indiana | 15-7-1-5(a) | South Carolina [2] | 33-47-230(1)(d) |
| Iowa [3] | 499.6(2), 7(1) | Tennessee | 43-16-108 |
| Kansas [1] | 17-1503 | Texas [3] | 5742(a) |
| Kansas [2] | 17-1605(a) | Vermont | 994(1) |
| Louisiana [2] | 125(1) | Washington [2] | 24.32.050(1) |
| Minnesota [2] | 308.56(1) | West Virginia | 19-4-4(a) |
| | | Wyoming | 17-10-109(7) |

Table 6.02.01—Association powers—specific operating powers—property ownership

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-6 | Real and personal, necessary or convenient to operate (see text) |
| Alabama [1] | 2-10-27 | Board has power to execute mortgages on real property |
| Alabama [2] | 2-10-54(7) | Similar to Standard Act |
| Alabama [3] | 2-10-99(4) | Buy, contract for, own, sell, convey, pledge, mortgage |
| Alaska | 10.15.010(4), (5) | Buy, receive, lease, sell, exchange, use real or personal property |
| Arkansas [2] | 77-906(f) | Similar to Standard Act |
| Arkansas [3] | 77-1006(f) | Similar to Standard Act |
| California [1] | 54176 | Similar to Standard Act |
| Colorado [1] | 7-55-107(d) | Hold real and personal property as necessary for purposes |
| Colorado [2] | 7-56-107(f) | Similar to Standard Act |
| Colorado [3] | 7-57-101(d) | Same as Colorado [1] |
| Connecticut [2] | 33-199 | Mortgage or pledge real or personal property, other corporations |
| Delaware | 8508(4) | Hold, purchase, transfer real or personal property as required |
| District of Columbia | 29-804(5) | Acquire, own, hold, sell, lease, pledge, mortgage |
| Florida [1] | 618.07(7) | Similar to Standard Act |
| Florida [2] | 619.07(2) | Similar to Standard Act |
| Georgia | 65-213(f) | Similar to Standard Act |
| Hawaii | 421-9(b)(6) | Any property which purposes may require |
| Idaho | 22-2606(f) | Similar to Standard Act |

Table 6.02.01—Association powers—specific operating powers—property ownership (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Illinois [1] | 310 | Own, possess, enjoy property, as much property as necessary |
| Illinois [2] | 445(g) | Similar to Standard Act |
| Indiana | 15-7-1-5(g) | Similar to Standard Act |
| Iowa [3] | 499.7(6) | Such property deemed convenient for its business |
| Kansas [1] | 17-1503 | Similar to Standard Act |
| Kansas [2] | 17-1605(g) | Similar to Standard Act |
| Kentucky [2] | 272.211(7) | Similar to Standard Act |
| Louisiana [1] | 74(7) | Similar to Standard Act, “movable and immovable” property |
| Louisiana [2] | 125(6) | Similar to Standard Act |
| Maine | 1828(2)(F) | Any property which its purposes may require |
| Maryland | 5-504(9) | Buy, hold, own property, necessary or convenient to business |
| Massachusetts [3] | 11 | Power to mortgage or pledge real or personal property |
| Minnesota [1] | 308.05 | Buy, sell, mortgage, exchange as business may require |
| Minnesota [2] | 308.56(6) | Similar to Standard Act |
| Mississippi [1] | 79-17-25 | Contract for, own, sell, convey, pledge, mortgage |
| Mississippi [2] | 79-19-9(f) | Similar to Standard Act |
| Missouri [1] | 274.060(4) | Similar to Standard Act |
| Montana [1] | 35-15-103 | Property necessary for transaction of business |
| Montana [3] | 35-17-106 | Similar to Standard Act |
| Nebraska [2] | 21-1405(2) | Similar to Standard Act |
| Nevada [1] | 81.110(2)(e) | Purchase, sell, lease, mortgage any and all kinds |
| Nevada [2] | 81.220(3) | Receive, hold and convey real and personal property |
| Nevada [3] | 81.500(2)(e) | Purchase, lease, hold, own, enjoy, sell, lease any property |
| New Hampshire | 301:3(VIII) | Similar to Standard Act |
| New Jersey | 4:13-16(d) | Similar to Standard Act |
| New Mexico [1] | 53-4-4(5) | Buy, sell, lease, mortgage any property incident to purpose |
| New Mexico [2] | 76-12-6(g) | Similar to Standard Act |
| New York | 14(g) | Power to acquire real property |
| North Carolina [2] | 54-151(6) | Similar to Standard Act |
| North Dakota | 10-15-03(4) | Acquire, dispose of, mortgage, pledge, lease any property |
| Ohio | 1729.03(F) | Similar to Standard Act |
| Oklahoma [1] | 336(e) | Property as necessary in conduct of business |
| Oklahoma [2] | 361e(g) | Similar to Standard Act |
| Oregon | 62.125(4), (5) | Buy, receive, lease, sell, exchange, use real or personal property |
| Pennsylvania [1] | 12010 | Take, convey, lease personal and mixed estate, as necessary |
| Pennsylvania [2] | 12112(4) | Hold, lease, purchase, transfer property as necessary |
| Rhode Island | 7-7-6(f) | Similar to Standard Act |
| South Carolina [2] | 33-47-230(6) | Similar to Standard Act |
| South Dakota | 47-15-30(3), (k) | Acquire, dispose of, use property |
| Tennessee | 43-16-108 | Similar to Standard Act |

Table 6.02.01—Association powers—specific operating powers—property ownership (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Texas [3] | 5742(f) | Similar to Standard Act |
| Utah | 3-1-9(11)(f) | Any property which its purposes may require |
| Vermont | 994(8) | Similar to Standard Act |
| Virginia [2] | 13.1-320(b)(7) | Any property which its purposes may require |
| Washington [2] | 24.32.050(6) | Similar to Standard Act |
| West Virginia | 19-4-4(f) | Similar to Standard Act |
| Wisconsin | 185.03(4) | Acquire, dispose of, mortgage, pledge, lease, otherwise use |
| Wyoming | 17-10-109(4) | Property as the purpose of the corporation may require |

Table 6.02.02—Association powers—specific operating powers—patents, trademarks, copyrights

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|----------------|--------------------|
| Alabama [2] | 2-10-54(10) | New Hampshire | 301:3(IX) |
| Colorado [2] | 7-56-107 (g) | New Mexico [2] | 76-12-6 |
| Florida [1] | 618.07(9) | | |
| Georgia | 65-213(g) | New York | 14(g) |
| Illinois [2] | 445(h) | Ohio | 1729.03(g) |
| | | Oklahoma [1] | 336(1) |
| Indiana | 15-7-1-5(h) | Oklahoma [2] | 361e(i) |
| Iowa [3] | 499.7(6) | Tennessee | 43-16-108 |
| Missouri [1] | 274.060(5) | Vermont | 994(9) |
| | | West Virginia | 19-4-4(g) |

Table 6.02.03—Association powers—specific operating powers—contract generally

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| Alabama [3] | 2-10-99(1) | Kansas [1] | 17-1503 |
| Alaska | 10.15.010(7) | Kansas [2] | 17-1605(h) |
| Arkansas [2] | 77-906(g) | Kentucky [2] | 272.211(8) |
| Arkansas [3] | 77-1006(i) | Louisiana [1] | 74(11),(12) |
| California [1] | 54178 | Louisiana [2] | 125(8) |
| Colorado [2] | 7-56-107(h) | | |
| Delaware | 8508(8) | Maine | 1828(2)(B) |
| District of Columbia | 29-804(7) | Minnesota [1] | 308.05(1) |
| Florida [1] | 618.07(10) | Minnesota [2] | 308.56(7) |
| Georgia | 65-213(h) | Mississippi [1] | 79-17-25 |
| | | Mississippi [2] | 79-19-9(g), (h) |
| Hawaii | 421-9(b)(2) | | |
| Idaho | 22-2606(g) | Missouri [1] | 274.060(6) |
| Illinois [2] | 445(i) | Montana [3] | 35-17-106 |
| Indiana | 15-7-1-5(i) | Nevada [2] | 81.220(6) |
| Iowa [3] | 499.7(5) | New Hampshire | 301:3(X1) |
| | | New Jersey | 4:13-16(h) |

Table 6.02.03—Association powers—specific operating powers—contract generally (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| New Mexico [1] | 53-4-4(7) | South Dakota | 47-15-30(1) |
| New Mexico [2] | 76-12-6 | Tennessee | 43-16-108 |
| North Carolina [2] | 54-151(7) | Texas [3] | 5742(g) |
| North Dakota | 10-15-03(4) | Utah | 3-1-9(11)(b) |
| Ohio | 1729.03(H) | Vermont | 994(10) |
| Oklahoma [1] | 336(d) | Virginia [2] | 13.1-320(b)(2) |
| Oklahoma [2] | 361e(k) | Washington [2] | 24.32.050(7) |
| Oregon | 62.125(7) | West Virginia | 19-4-4(h) |
| Pennsylvania [2] | 12112(8) | Wisconsin | 185.03(4) |
| South Carolina [2] | 33-47-230(7) | Wyoming | 17-10-109(12) |

Table 6.02.04—Association powers—specific operating powers—adopt corporate seal

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|------------------|--------------------|
| Alabama [2] | 2-10-54(13) | Oregon | 62.125(3) |
| Alaska | 10.15.010(3) | Pennsylvania [1] | 12010 |
| Colorado [1] | 7-55-107(c) | Pennsylvania [2] | 12112(3) |
| Colorado [3] | 7-57-101 | Rhode Island | 7-7-6(c) |
| Delaware | 8508(3) | South Dakota | 47-15-29 |
| District of Columbia | 29-804(2) | Utah | 3-1-9(11)(j) |
| Hawaii | 421-9(b)(9) | Virginia [2] | 13.1-320(b)(10) |

| | | | |
|----------------|-------------|-----------|--------------|
| Illinois [1] | 310 | Wisconsin | 185.03(3) |
| Maine | 1828(2)(1) | Wyoming | 17-10-109(3) |
| Montana [1] | 35-15-205 | | |
| Nevada [2] | 81.220(2) | | |
| New Jersey | 4:13-16(o) | | |
| New Mexico [1] | 53-4-4(2) | | |
| North Dakota | 10-15-03(3) | | |
| Oklahoma [1] | 336(a) | | |

Table 6.02.05—Association powers—specific operating powers—sue and be sued

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| Alabama [2] | 2-10-54(15) | Kentucky [2] | 272.211(9) |
| Alaska | 10.15.010(2) | Louisiana [1] | 74(12) |
| Arkansas [1] | 64-1525 | Louisiana [2] | 125(8) |
| Arkansas [3] | 77-1006(i) | Maine | 1828(2)(k) |
| Colorado [1] | 7-55-107(b) | Maryland | 5-504(10) |
| Colorado [3] | 7-57-101 | Mississippi [1] | 79-17-29 |
| Delaware | 8508(2) | Mississippi [2] | 79-19-9(h) |
| District of Columbia | 29-804(3) | Montana [1] | 14-205 |
| Hawaii | 421-9(b)(11) | Nevada [2] | 81.220(1) |
| Illinois [1] | 310 | New Jersey | 4:13-16(b) |

Table 6.02.05—Association powers—specific operating powers—sue and be sued (continued)

| Statute | Section or article | Statute | Section or article |
|------------------|--------------------|------------------|--------------------|
| New Mexico [1] | 53-4-4(3) | Pennsylvania [2] | 12112(2) |
| North Dakota | 10-15-03(2) | Rhode Island | 7-7-6(b) |
| Oklahoma [1] | 336(g) | South Dakota | 47-15-28 |
| Oregon | 62.125(2) | Utah | 3-1-9(II)(1) |
| Pennsylvania [1] | 12010 | Virginia [2] | 13.1-320(b)(12) |
| | | Wisconsin | 185.03(2) |
| | | Wyoming | 17-10-109(2) |

Table 6.02.06—Association powers—specific operating powers—lend money

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Alabama [3] | 2-10-99(2) | Borrow and lend money |
| Alaska | 10.15.010(8) | For corporate purposes |
| Florida [1] | 618.07(4) | Make loans to members |
| Hawaii | 421-9(b)(3) | Make loans to members and subsidiaries |
| Illinois [2] | 445(d) | Make loans to members |
| Maine | 1828(2)(c) | Make loans, acquire evidences of debt |
| Mississippi [1] | 79-17-25 | Borrow and lend money |
| North Dakota | 10-15-03(5) | Lend for purposes of cooperative |
| Oregon | 62.125(8) | For corporate purposes |
| Pennsylvania [2] | 12112(10) | Make loans to members |
| South Dakota | 47-15-32 | For corporate purposes |
| Utah | 3-1-9(c) | To members or patrons |

Table 6.02.07—Association powers—specific operating powers—invest funds generally

| Statute | Section or article | Description |
|--------------|--------------------|---------------------------|
| Alaska | 10.05.010(8) | Invest and reinvest funds |
| North Dakota | 10-15-03(5) | Invest funds |
| Oregon | 62.125(8) | Invest and reinvest funds |
| South Dakota | 47-15-32 | Invest funds |
| Wisconsin | 185.03(5) | Invest funds |

Table 6.02.08—Association powers—specific operating powers—warehouse receipts

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|---------------|--------------------|
| STANDARD | 883f-23 | Georgia | 65-217 |
| Arkansas [2] | 77-921 | Idaho | 22-2621 |
| California [1] | 54180 | Illinois [2] | 462 |
| Colorado [2] | 7-56-125(2) | Louisiana [2] | 141 |
| Connecticut [2] | 33-199 | Minnesota [2] | 308.74 |
| Florida [1] | 618.20 | | |

Table 6.02.08—Association powers—specific operating powers—warehouse receipts (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| Mississippi [2] | 79-19-41 | Virginia [2] | 13.1-320(b)(6) |
| Missouri [1] | 274.220(2) | Washington [2] | 24.32.270 |
| Nebraska [2] | 21-1405(8) | West Virginia | 19-4-22 |
| New Hampshire | 301:37 | | |
| North Carolina [2] | 54-158 | | |
| Ohio | 1729.22 | | |
| Oklahoma [1] | 336(o) | | |
| Rhode Island | 7-7-6(k) | | |
| Tennessee | 43-16-140 | | |
| Vermont | 1024 | | |

Table 6.02.09—Association powers—specific operating powers—miscellaneous

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|---------------|--------------------|
| Alabama [1] | 2-10-27 | Montana [1] | 35-15-103 |
| Alabama [3] | 2-10-99 | Nebraska [1] | 21-1303 |
| Alaska | 10.15.010 | Nebraska [2] | 21-1405 |
| Arkansas [2] | 77-908 | Nevada [1] | 81.110 |
| Arkansas [3] | 77-1006 | Nevada [2] | 81.220 |
| California [1] | 54177 | Nevada [3] | 81.500 |
| Colorado [1] | 7-55-107 | New Hampshire | 301:3 |

| | | | |
|----------------------|----------|------------------|-----------|
| Delaware | 8508 | New Jersey | 4:13-16 |
| District of Columbia | 29-804 | New Mexico [1] | 53-4-4 |
| Florida [1] | 618.07 | New Mexico [2] | 76-12-6 |
| Georgia | 65-213 | New York | 14 |
| Hawaii | 421-9(b) | North Dakota | 10-15-03 |
| Illinois [2] | 445 | Oklahoma [1] | 336 |
| Indiana | 15-7-1-5 | Oklahoma [2] | 361e |
| Iowa [1] | 497.10 | Oregon | 62.125 |
| Iowa [3] | 499.7 | Pennsylvania [1] | 12010 |
| Kansas [1] | 17-1503 | Pennsylvania [2] | 12112 |
| Kansas [2] | 17-1605 | Rhode Island | 7-7-6 |
| Kentucky [2] | 272.211 | South Dakota | 47-15-31 |
| Louisiana [1] | 74 | Vermont | 994 |
| Maine | 1828(2) | Virginia [2] | 13.1-320 |
| Maryland | 5-504 | Washington [2] | 24.32.050 |
| Massachusetts [3] | 11 | West Virginia | 19-4-4 |
| Minnesota [1] | 308.05 | Wisconsin | 185.03 |
| Mississippi [1] | 79-17-25 | Wyoming | 17-10-109 |

Table 6.03.01—Association powers—general operating powers—necessary and proper

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-6 | Montana [3] | 35-17-106 |
| Alabama [2] | 2-10-54(11), (12) | Nebraska [2] | 21-1405(10), (11) |
| Alaska | 10.15.010(15) | Nevada [1] | 81.010, 110(2)(f) |
| Arizona | 10-705(6) | Nevada [2] | 81.220(10) |
| Arkansas [2] | 77-906(g) | New Hampshire | 301:3(XI) |
| Arkansas [3] | 77-1006(f) | New Jersey | 4:13-16(n) |
| California [1] | 54178 | New Mexico [1] | 53-4-4(10) |
| Colorado [2] | 7-56-107(h) | New Mexico [2] | 76-12-6(k) |
| Connecticut [2] | 33-199 | New York | 14(g) |
| Delaware | 8508(12) | North Carolina [2] | 54-151(7) |
| District of Columbia | 29-804(10) | North Dakota | 10-15-03(12) |
| Florida [1] | 618.07(10) | Ohio | 1729.03(H) |
| Georgia | 65-213(h) | Oklahoma [1] | 336(p) |
| Hawaii | 421-9(a), (b)(2) | Oklahoma [2] | 361e(k) |
| Idaho | 22-2606(g) | Oregon | 62.125(15) |
| Illinois [2] | 445(i) | Pennsylvania [2] | 12112(8), (21) |
| Indiana | 15-7-1-5(i) | Rhode Island | 7-7-6(n) |
| Iowa [3] | 499.7(7) | South Carolina [2] | 33-47-230(7) |
| Kansas [1] | 17-1503 | South Dakota | 47-15-39 |
| | | Tennessee | 43-16-108 |

| | | | |
|-------------------|-----------------|----------------|---------------------|
| Kansas [2] | 17-1605(h) | Texas [1] | 1396-50.01(6)(3) |
| Kentucky | 272.211(8) | Texas [3] | 5742(g) |
| Louisiana [1] | 74(11) | Utah | 3-1-9(1) |
| Louisiana [2] | 125(7) | Vermont | 994(10) |
| Maine | 1828(1), (2)(B) | Virginia [2] | 13.1-320(a), (b)(2) |
| Maryland | 5-504(15) | Washington [2] | 24.32.050(7) |
| Massachusetts [3] | 11 | West Virginia | 19-4-4(h) |
| Minnesota [1] | 308.05(1) | Wisconsin | 185.03(12) |
| Minnesota [2] | 308.56(7) | Wyoming | 17-10-109(12) |
| Mississippi [2] | 79-19-9(g) | | |
| Missouri [1] | 274.060(6) | | |
| Montana [1] | 35-15-103 | | |

Table 6.03.02—Association powers—general operating powers—corporate powers

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|----------------------|--------------------|
| STANDARD | 883f-6 | Colorado [3] | 7-57-101 |
| Alabama [2] | 2-10-54(12) | Connecticut [1] | 33-183 |
| Arizona | 10-705(7) | Connecticut [2] | 33-199 |
| Arkansas [2] | 77-906(g) | District of Columbia | 29-804(9) |
| California [1] | 54178 | Florida [1] | 618.07(10) |
| Colorado [2] | 7-56-107(h) | | |

Table 6.03.02—Association powers—general operating powers—corporate powers (continued)

| Statute | Section or article | Statute | Section or article |
|---------------|--------------------|--------------------|--------------------|
| Florida [2] | 619.07 | New Mexico [1] | 53-4-4(9) |
| Georgia | 65-213(h) | New Mexico [2] | 76-12-6(k) |
| Idaho | 22-2606(g) | New York | 14 |
| Illinois [2] | 445(i) | North Carolina [2] | 54-151(7) |
| Indiana | 15-7-1-5(i) | Ohio | 1729.03(H) |
| Iowa [3] | 499.7(7) | Oklahoma [1] | 336(p) |
| Kansas [1] | 17-1503 | Oklahoma [2] | 361e(k) |
| Kansas [2] | 17-1605(h) | South Carolina [2] | 33-47-230(7) |
| Kentucky [2] | 272.211(8) | Tennessee | 43-16-108 |
| Maryland | 5-504(16) | Texas [1] | 1396-50.01(3) |
| Minnesota [1] | 308.05(1) | Texas [3] | 5742(g) |
| Minnesota [2] | 308.56(7) | Utah | 3-1-9(I) |
| Missouri [1] | 274.060(6) | Vermont | 994(10) |
| Missouri [2] | 357.010(1) | Washington [2] | 24.32.050(7) |
| Montana [3] | 35-17-106 | West Virginia | 19-4-4(h) |
| Nebraska [1] | 21-1301 | Wyoming | 17-10-109 |
| Nebraska [2] | 21-1405(11) | | |
| Nevada [1] | 81.010, 110(1) | | |
| Nevada [3] | 81.410 | | |
| New Hampshire | 301:3(XI) | | |

Table 7.01.01—Association formation—incorporators—general nature of incorporators

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-3 | Persons, majority of whom are residents of State |
| Alabama [2] | 2-10-52 | Persons |
| Alabama [3] | 2-10-92 | May be residents |
| Alaska | 10.15.335 | Natural persons, at least 19 years of age |
| Arizona | 10-703(A) | Persons |
| Arkansas [1] | 64-1503 | Persons, citizens of Arkansas |
| Arkansas [2] | 77-903 | Persons |
| Arkansas [3] | 77-1003 | Persons |
| California [1] | 54061 | Natural persons, majority of whom are residents |
| California [2] | 12400 | Persons |
| Colorado [1] | 7-55-102 | Persons, majority residents of Colorado |
| Colorado [2] | 7-56-104 | Persons, majority residents of Colorado |
| Colorado [3] | 7-57-101 | Persons, majority of whom are residents |
| Connecticut [1] | 33-183 | Persons, inhabitants of State, of lawful age |
| Connecticut [2] | 33-195 | Persons |
| Delaware | 8502(a) | Persons |
| District of Columbia | 29-802 | Natural persons or associations |
| Florida [1] | 618.02 | Persons, associations |

Table 7.01.01—Association formation—incorporators—general nature of incorporators (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Florida [2] | 619.01 | Persons |
| Georgia | 65-202 | Persons |
| Hawaii | 421-3 | Adult persons or associations |
| Idaho | 22-2603 | Persons |
| Illinois [1] | 305 | Subscribers to shares of capital stock |
| Illinois [2] | 442 | Persons, majority residents of Illinois |
| Indiana | 15-7-1-3 | Persons, associations |
| Iowa [1] | 497.1 | Persons |
| Iowa [2] | 498.2 | Persons |
| Iowa [3] | 499.5 | Individuals, associations |
| Kansas [1] | 17-1501 | Persons, citizens of Kansas |
| Kansas [2] | 17-1603(a) | Persons |
| Kentucky [1] | 272.020(1) | Persons, residents of Kentucky |
| Kentucky [2] | 272.121 | Persons, associations |
| Louisiana [1] | 73 | Persons, citizens of Louisiana |
| Louisiana [2] | 123 | Persons, majority residents of Louisiana |
| Maine | 1821 | Adult persons, associations |
| Maryland | 5-503 | Adult individuals, associations |
| Massachusetts [2] | 3 | Persons, residents of the Commonwealth |
| Minnesota [2] | 308.54 | Persons |
| Mississippi [1] | 79-17-13 | Producer of agricultural products in State of Mississippi |
| Mississippi [2] | 79-19-5 | Persons, majority residents of Mississippi |
| Missouri [1] | 274.030 | Persons, majority residents of Missouri |
| Missouri [2] | 357.010(1) | Persons |
| Montana [1] | 35-15-201 | Persons |
| Montana [3] | 35-17-104 | Persons |
| Nebraska [1] | 21-1301 | Persons, or one or more associations |
| Nebraska [2] | 21-1402 | Persons, associations |
| Nevada [1] | 81.010 | Persons, majority residents of Nevada |
| Nevada [2] | 81.180(1) | Persons |
| Nevada [3] | 81.410 | Persons |
| New Hampshire | 301:2 | Persons, majority residents of New Hampshire |
| New Jersey | 4:13-2 | Persons, association or combination |
| New Mexico [1] | 53-4-2 | Natural persons, associations |
| New Mexico [2] | 76-12-4 | Natural persons, full age, associations |
| New York | 11 | Persons |
| North Carolina [1] | 54-111 | Persons |
| North Carolina [2] | 54-131 | Persons |
| North Dakota | 10-15-04 | Adults, one must be resident of North Dakota |
| Ohio | 1729.05 | Persons, majority residents of Ohio |

Table 7.01.01—Association formation—incorporators—general nature of incorporators (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Oklahoma [1] | 332 | Persons |
| Oklahoma [2] | 361c | Persons or associations |
| Oregon | 62.505 | Natural persons, 21 years old |
| Pennsylvania [1] | 12001 | Persons |
| Pennsylvania [2] | 12108 | Individuals, associations (see text) |
| Rhode Island | 7-7-2 | Persons, of lawful age, associations |
| South Carolina [1] | 33-45-30 | Persons, residents of South Carolina |
| South Carolina [2] | 33-47-70 | Persons |
| South Dakota | 47-15-3 | Natural persons, of legal age, one must be resident |
| Tennessee | 43-16-104 | Persons, majority residents of Tennessee |
| Texas [1] | 1396-50.01(4) | Natural persons, associations |
| Texas [3] | 5739 | Persons, associations |
| Utah | 3-1-3 | Adult persons, associations |
| Vermont | 993 | Persons, majority State residents |
| Virginia [1] | 13.1-301 | Persons |
| Virginia [2] | 13.1-314 | Individuals, associations |
| Washington [1] | 23.86.010 | Persons |
| Washington [2] | 24.32.020 | Persons |
| West Virginia | 19-4-2 | Persons, and cooperative associations |
| Wisconsin | 185.04 | Adults, one must be resident of Wisconsin |
| Wyoming | 17-10-103 | Persons, qualified electors of Wyoming |

Table 7.01.02—Association formation—incorporators—agricultural producers

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| STANDARD | 883f-3 | Engaged in the production of agricultural products |
| Alabama [2] | 2-10-52 | Same as Standard Act |
| Alabama [3] | 2-10-92 | Producers of agricultural products |
| Arizona | 10-703(A) | Same as Standard Act |
| Arkansas [2] | 77-903 | Same as Standard Act |
| Arkansas [3] | 77-1003 | Same as Standard Act |
| California [1] | 54061 | Engaged in production of any product |
| Colorado [2] | 7-56-104 | Same as Standard Act |
| Colorado [3] | 7-57-101 | Similar to Standard Act, horticultural, aparian, viticultural, dairy |
| Connecticut [2] | 33-195 | Same as Standard Act |
| Delaware | 8502(a) | Same as Standard Act |
| Florida [1] | 618.02 | Same as Standard Act |
| Florida [2] | 619.01 | Similar to Standard Act, viticultural, horticultural |
| Georgia | 65-202 | Same as Standard Act |
| Hawaii | 421-3 | Engaged in agriculture as bona fide producers |
| Idaho | 22-2603 | Same as Standard Act |

Table 7.01.02—Association formation—incorporators—agricultural producers (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Illinois [2] | 442 | Same as Standard Act |
| Indiana | 15-7-1-3 | Same as Standard Act |
| Iowa [3] | 499.5 | Same as Standard Act, landlords and tenants included |
| Kansas [2] | 17-1603(a) | Same as Standard Act |
| Kentucky [2] | 272.121 | Same as Standard Act |
| Louisiana [1] | 73 | Same as Standard Act |
| Louisiana [2] | 123 | Same as Standard Act |
| Maine | 1821 | Bona fide producers of agricultural products |
| Maryland | 5-503 | Producers of agricultural and aquatic products |
| Minnesota [2] | 308.54 | Same as Standard Act |
| Mississippi [1] | 79-17-13 | Same as Standard Act |
| Mississippi [2] | 79-19-5 | Same as Standard Act |
| Missouri [1] | 274.030 | Same as Standard Act |
| Montana [2] | 35-16-201 | Holder of title to agricultural, horticultural or farm lands |
| Montana [3] | 35-17-104 | Same as Standard Act |
| Nebraska [2] | 21-1402 | Same as Standard Act |
| New Hampshire | 301:2 | Same as Standard Act |
| New Mexico [2] | 76-12-4 | Same as Standard Act, landlords and tenants |
| New York | 112 | Same as Standard Act |
| North Carolina [2] | 54-131 | Same as Standard Act |

| | | |
|--------------------|-----------|---|
| Ohio | 1729.05 | Majority engaged in production of agricultural products |
| Oklahoma [1] | 332 | Engaged in production of agricultural or horticultural products |
| Oklahoma [2] | 361c | Same as Standard Act, landlords and tenants |
| Pennsylvania [2] | 12108 | Same as Standard Act |
| Rhode Island | 7-7-2 | Same as Standard Act |
| South Carolina [2] | 33-47-70 | Same as Standard Act |
| Tennessee | 43-16-104 | Same as Standard Act |
| Texas [2] | 2514 | Only those engaged in agricultural pursuits |
| Texas [3] | 5739 | Same as Standard Act |
| Utah | 3-1-3 | Same as Standard Act |
| Virginia [2] | 13.1-314 | Bona fide producers of agricultural products |
| Washington [2] | 24.32.020 | Same as Standard Act |
| West Virginia | 19-4-2 | Same as Standard Act |
| Wyoming | 17-10-103 | Same as Standard Act |

Table 7.01.03—Association formation—incorporators—number of incorporators

| Statute | Section or article | Description |
|-------------|--------------------|--------------------|
| STANDARD | 883f-3 | 20 or more persons |
| Alabama [2] | 2-10-52 | 5 or more persons |
| Alabama [3] | 2-10-92 | 5 or more persons |
| Alaska | 10.15.335 | 3 or more persons |

Table 7.01.03—Association formation—incorporators—number of incorporators (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Arizona | 10-703(A) | 5 or more persons |
| Arkansas [1] | 64-1503 | Not less than 20 persons |
| Arkansas [2] | 77-903 | 5 or more persons |
| Arkansas [3] | 77-1003 | Not less than 5 persons |
| California [1] | 54061 | 3 or more persons |
| California [2] | 12400 | 5 or more persons |
| Colorado [1] | 7-55-102 | 5 or more persons |
| Colorado [2] | 7-56-104 | 11 or more persons |
| Colorado [3] | 7-57-101 | 3 or more persons |
| Connecticut [1] | 33-183 | 7 or more persons |
| Connecticut [2] | 33-195 | 3 or more persons |
| Delaware | 8502(a) | Not less than 5 persons |
| District of Columbia | 29-802 | 5 or more natural persons, 2 or more associations |
| Florida [1] | 618.02 | 3 or more persons, 3 or more associations |
| Florida [2] | 619.01 | 3 or more persons |
| Georgia | 65-202 | 5 or more persons |
| Hawaii | 421-3 | 3 or more persons, 2 or more associations |
| Idaho | 22-2603 | 5 or more persons |
| Illinois [1] | 305 | 5 or more persons |
| Illinois [2] | 442 | 11 or more persons |
| Indiana | 15-7-1-3 | 5 or more persons, 2 or more associations |
| Iowa [1] | 497.1 | Not less than 5 persons |
| Iowa [2] | 498.2 | Not less than 5 persons |
| Iowa [3] | 499.5 | 5 or more individuals, 2 or more associations |
| Kansas [1] | 17-1501 | Not less than 20 persons |
| Kansas [2] | 17-1603(a) | 10 or more persons |
| Kentucky [1] | 272.020(1) | 3 or more persons |
| Kentucky [2] | 272.121 | 5 or more persons, 1 or more associations |
| Louisiana [1] | 73 | 10 or more persons |
| Louisiana [2] | 123 | 10 or more persons |
| Maine | 1821 | 5 or more persons, 2 or more associations |
| Maryland | 5-503 | 5 or more persons, 2 or more associations |
| Massachusetts [2] | 3 | 7 or more persons |
| Minnesota [1] | 308.06(1) | 5 or more persons |
| Minnesota [2] | 308.54 | 5 or more persons |
| Mississippi [1] | 79-17-13 | 10 or more persons |
| Mississippi [2] | 79-19-5 | 20 or more, 5 or more for special (see text) |
| Missouri [1] | 274.030 | 11 or more persons |
| Missouri [2] | 357.010(1) | Not less than 12 |
| Montana [1] | 35-15-201 | Not less than 3 nor more than 7 |

Table 7.01.03—Association formation—incorporators—number of incorporators (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Montana [2] | 35-16-201 | 10 or more persons |
| Montana [3] | 35-17-104 | 5 or more persons |
| Nebraska [1] | 21-1301 | Not less than 10 persons , 1 or more associations |
| Nebraska [2] | 21-1402 | Not less than 5 persons, 2 or more associations |
| Nevada [1] | 81.010 | 3 or more persons |
| Nevada [2] | 81.180 | 5 or more persons |
| Nevada [3] | 81.410 | 3 or more persons |
| New Hampshire | 301:2 | 5 or more persons |
| New Jersey | 4:13-2 | 3 or more persons, 2 or more associations |
| New Mexico [1] | 53-4-2 | 5 or more natural persons, 2 or more associations |
| New Mexico [2] | 76-12-4 | 5 or more natural persons, 2 or more associations |
| New York | 11, 112 | 5 or more persons |
| North Carolina [1] | 54-111 | 5 or more persons |
| North Carolina [2] | 54-131 | 3 or more persons |
| North Dakota | 10-15-04 | 5 or more persons |
| Ohio | 1729.05 | 5 or more persons |
| Oklahoma [1] | 332 | Not less than 5 persons |
| Oklahoma [2] | 361c | 5 or more natural persons, 2 or more associations |
| Oregon | 62.505(1) | 1 or more persons |
| Pennsylvania [1] | 12001 | 5 or more persons |
| Pennsylvania [2] | 12108 | 5 or more individuals, 2 or more associations |
| Rhode Island | 7-7-2 | 5 or more persons, 2 or more associations |
| South Carolina [1] | 33-45-30 | 5 or more persons |
| South Carolina [2] | 33-47-70 | 5 or more persons |
| South Dakota | 47-15-3 | 3 or more persons |
| Tennessee | 43-16-104 | 11 or more persons |
| Texas [1] | 1396-50.01(4) | 5 or more natural persons, 2 or more associations |
| Texas [3] | 5739 | 5 or more persons, 3 or more associations |
| Utah | 3-1-3 | 5 or more persons, 2 or more associations |
| Vermont | 993 | 5 or more persons |
| Virginia [1] | 13.1-301 | Not less than 5 persons |
| Virginia [2] | 13.1-314 | 5 or more individuals, 2 or more associations |
| Washington [1] | 23.86.010 | Not less than 5 persons |
| Washington [2] | 24.32.020 | 5 or more persons |
| West Virginia | 19-4-2, 6(e) | 5 or more persons |
| Wisconsin | 185.04 | 5 or more persons |
| Wyoming | 17-10-103 | 5 or more persons |

Table 7.02—Association formation—promotion expenses

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [2] | 12800 | Limit of 10 percent paid-up capital |
| District of Columbia | 29-838 | Limit of 5 percent paid-up capital |
| Illinois [1] | 306 | No commission from association funds |
| Iowa [1] | 497.1 | No association funds for any commission, expenses, salary |
| Iowa [2] | 498.33 | No association funds except in special circumstances |
| Iowa [3] | 499.58 | No association funds for any commission, expenses, salary |
| Minnesota [2] | 308.65 | Limit of \$5 per member for promotion costs |
| Missouri [2] | 357.150 | No association funds for promotion commission, expenses |
| New Mexico [1] | 53-4-38 | Limit of 5 percent of paid-up capital |
| North Dakota | 10-15-14 | Limit of 10 percent of paid-up capital |
| South Dakota | 47-15-40 | Limit of 10 percent of paid-up capital |
| Texas [1] | 1396-50.01(40) | Limit of 5 percent of amount paid for shares, legal fees excepted |
| Wisconsin | 185.09 | Limit of 5 percent of paid-up capital |

Table 7.03—Association formation—association name

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-22 | No other organization may use "cooperative" (see text) |
| Alabama [1] | 2-10-1 | Similar to Standard Act |
| Alaska | 10.15.575 | Similar to Standard Act, includes electric, telephone |
| Arkansas [1] | 64-1503 | Must begin with "the," end with "company," "assn.," "corp.," "exch." |
| California [1] | 54036 | Similar to Standard Act |
| California [2] | 12406 | Must include "cooperative" |
| Colorado [1] | 7-55-111 | Unless incorporated under these or similar laws of other States |
| Colorado [2] | 7-56-124 | Similar to Standard Act |
| Connecticut [2] | 33-196 | May use "association" instead of "company" or "corporation" |
| Delaware | 8503(a)(1) | Must include "cooperative" |
| District of Columbia | 29-805(2) | Must include "cooperative" |
| | 29-837 | Not unless incorporated under D.C. or similar law of other States |
| Florida [1] | 618.27 | Similar to Standard Act |
| Georgia | 65-224 | Similar to Standard Act |
| Hawaii | 421-5 | No Hawaiian corporation not organized under Act |
| Illinois [1] | 326 | Similar to Standard Act |
| Illinois [2] | 447(a) | May or may not include "cooperative" or abbreviation |
| Indiana | 15-7-1-20 | Similar to Standard Act |
| Iowa [1] | 497.30 | Similar to Standard Act |
| Iowa [2] | 498.32 | Similar to Standard Act |
| Iowa [3] | 499.4, 40(1) | Similar to Standard Act, must include "cooperative" |
| Kansas [1] | 17-1515, 1501 | Similar to Standard Act, must include "company," "association," etc. |
| Kansas [2] | 17-1627 | Similar to Standard Act |
| Kentucky [1] | 272.050 | Similar to Standard Act |
| Louisiana [2] | 140 | Similar to Standard Act |

Table 7.03—Association formation—association name (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Maine | 1776 | Similar to Standard Act |
| Maryland | 5-510 | Similar to Standard Act, must include "cooperative" |
| Massachusetts [2] | 3 | Must use "cooperative" or variation |
| | 8 | Prohibited unless net earnings returned according to statute |
| Michigan | 21.100 | Unless organized under cooperative plan and covered by Act |
| Minnesota [1] | 308.05(3) | Similar to Standard Act |
| Minnesota [2] | 308.73 | Unless it is in fact a cooperative association |
| Mississippi [1] | 79-17-9 | Name must end with (AAL) |
| Mississippi [2] | 79-19-39 | Similar to Standard Act |
| Missouri [1] | 274.250 | Similar to Standard Act but nonprofit corporation |
| Missouri [2] | 357.190 | Similar to Standard Act |
| Nebraska [1] | 21-1301(1) | Must include "cooperative" |
| | 21-1306 | Unless incorporated as a cooperative corporation |
| Nebraska [2] | 21-1403(1) | Must contain words "nonstock cooperative" |
| | 21-1412 | Unless in fact operating on a cooperative basis |
| New Hampshire | 301:43 | Similar to Standard Act |
| New Jersey | 4:13-5 | Unless organized under chapter or authorized to do business |
| New Mexico [1] | 53-4-5(2) | Must include "cooperative" |
| | 53-4-37 | Unless organized under statute, similar law of other States |
| New York | 3(j) | Unless by corporation defined by statute or insurance law |
| | 11(1) | Must include "cooperative" |
| North Carolina [1] | 54-112 | Similar to Standard Act |
| North Carolina [2] | 54-139 | Similar to Standard Act |
| North Dakota | 10-15-58 | Unless organized under statute or other States, similar law |
| Ohio | 1729.04 | Similar to Standard Act |
| Oklahoma [1] | 351 | Similar to Standard Act |
| Oklahoma [2] | 361f(a) | May or may not include "cooperative" |
| Oregon | 62.850(1) | Similar to Standard Act |
| Pennsylvania [1] | 12001 | Last two words must be "cooperative association" |
| Pennsylvania [2] | 12110(1) | May or may not call itself cooperative |
| | 12131 | Similar to Standard Act |
| Rhode Island | 7-7-3(1) | Must include "cooperative" |
| | 7-7-19 | No association dealing in agricultural products unless organized under Act |
| South Carolina [1] | 33-45-20 | Similar to Standard Act |
| South Dakota | 47-15-41 | Similar to Standard Act |
| Texas [1] | 1396-50.01(39) | Unless organized under this law, or qualifying foreign association |
| Texas [2] | 2514 | Must include "Farmers' Co-operative Society" in name |
| Utah | 3-1-23 | Similar to Standard Act |
| Vermont | 981, 992 | Unless list of requirements met |
| Virginia [1] | 13.1-301 | Must include "cooperative" |
| | 13.1-308 | Similar to Standard Act |

Table 7.03—Association formation—association name (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Virginia [2] | 13.1-336 | Similar to Standard Act |
| Washington [1] | 23.86.030 | Unless it has complied with provisions of Act |
| West Virginia | 19-4-21 | Similar to Standard Act |
| Wisconsin | 185.44(4) | Must include “cooperative” or abbreviation |
| | 185.94(2) | Similar to Standard Act |
| Wyoming | 17-10-120 | Similar to Standard Act |

Table 7.04—Association formation—prerequisites

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Alabama [1] | 2-10-21 | Association must obtain permit before engaging in business |
| Arkansas [1] | 64-1507 | At least 20 percent of stock paid for in actual cash |
| Illinois [1] | 305(h) | Articles may require number of shares, not less than \$1,000 |
| Kansas [1] | 17-1509 | At least 20 percent of stock paid for in actual cash |
| Minnesota [1] | 308.07(2) | Must have 10 percent of capital stock subscribed and paid in |
| Mississippi [1] | 79-17-23 | 10 or more members paid for 1 or more shares each |
| South Carolina [1] | 33-45-100 | 1st meeting of subscribers only after 50 pct. of proposed stock cap. subscribed |
| | 33-45-140 | Charter issued when 20 pct. of subscribed capital is paid |
| Washington [1] | 23.86.040 | One-fourth capital stock must be subscribed and paid in |

Table 7.05—Association formation—term of existence

| Statute | Section or article | Description |
|----------------------|--------------------|------------------------------|
| STANDARD | 883f-8(d) | Not to exceed 50 years |
| Alaska | 10.15.010, 350(2) | May have perpetual existence |
| Arizona | 10-704(A)(4) | Not to exceed 25 years |
| Arkansas [1] | 64-1504 | Not to exceed 50 years |
| Arkansas [2] | 77-906(d) | Not to exceed 50 years |
| Arkansas [3] | 77-1008(d) | May be perpetual |
| Colorado [1] | 7-55-102 | May be perpetual |
| Colorado [2] | 7-56-109(d) | May be perpetual |
| Delaware | 8508(1) | May be perpetual |
| District of Columbia | 29-805(3) | May be perpetual |
| Florida [1] | 618.04(4) | May be perpetual |
| Florida [2] | 619.04(4) | Not to exceed 50 years |
| Georgia | 65-203(d) | Not to exceed 50 years |
| Hawaii | 421-9(b)(10) | May be perpetual |
| Idaho | 22-2608(d) | May be perpetual |
| Illinois [1] | 305(c) | May be perpetual |

Table 7.05—Association formation—term of existence (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|------------------------------------|
| Illinois [2] | 447(d) | May be perpetual |
| Indiana | 15-7-1-7(a)(3) | May be unlimited |
| Iowa [2] | 498.34 | Period of 25 years, may be renewed |
| Iowa [3] | 499.40(3) | May be perpetual |
| Kansas [1] | 17-1506 | Not to exceed 50 years |
| Kansas [2] | 17-1607(d) | Not to exceed 50 years |
| Kentucky [2] | 272.131(4) | May be perpetual |
| Louisiana [1] | 76(3) | Not to exceed 99 years |
| Louisiana [2] | 127(3) | Not to exceed 99 years |
| Maine | 1828(2)(J) | May be perpetual |
| Minnesota [1] | 308.06(2)(2) | May be perpetual |
| Minnesota [2] | 308.58(4), 853 | May be perpetual |
| Mississippi [1] | 79-17-13 | Not to exceed 99 years |
| Mississippi [2] | 79-19-13(d) | Not to exceed 99 years |
| Missouri [1] | 274.070 | May be perpetual |
| Montana [1] | 35-15-103(1) | Not to exceed 40 years |
| Montana [2] | 35-16-202(g) | Not to exceed 40 years |
| Montana [3] | 35-17-202(d) | May be perpetual |
| Nevada [1] | 81.040(4) | Not to exceed 50 years |
| Nevada [2] | 81.200(1)(d) | Not to exceed 50 years |
| Nevada [3] | 81.440(4) | Not to exceed 50 years |
| New Hampshire | 301:3(II) | May have perpetual succession |
| New Jersey | 4:13-16(a) | May have perpetual succession |
| New Mexico [1] | 53-4-5 | May be perpetual |
| North Carolina [2] | 54-134(4) | May be perpetual |
| North Dakota | 10-15-03(1) | May be perpetual |
| Oregon | 62.125(1) | May have perpetual existence |
| Pennsylvania [1] | 12003(X) | Not to exceed 30 years |
| Pennsylvania [2] | 12110(7) | May be perpetual |
| Rhode Island | 7-7-6(a) | May be perpetual |
| South Carolina [2] | 33-47-210(4) | Not to exceed 50 years |
| South Dakota | 47-15-27 | May have perpetual existence |
| Tennessee | 43-16-110(4) | Not to exceed 50 years |
| Texas [1] | 1396-50.01(8)(a)(3) | May be perpetual |
| Texas [3] | 5744(d) | Not to exceed 50 years |

Table 7.05—Association formation—term of existence (continued)

| Statute | Section or article | Description |
|----------------|--------------------|------------------------------|
| Utah | 3-1-9(II)(k) | May have perpetual existence |
| Vermont | 994(2) | May be perpetual |
| Virginia [2] | 13.1-320(b)(11) | May be perpetual |
| Washington [1] | 23.86.050(4) | May be perpetual |
| Washington [2] | 24.32.050(8) | May be perpetual |
| Wisconsin | 185.03(1) | May have perpetual existence |
| Wyoming | 17-10-105(a)(iv) | Not to exceed 50 years |

Table 8.01—Articles of incorporation—purposes and requirements

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-8 | Each association formed under this act must prepare and file art. of incorp. |
| Alabama [2] | 2-10-56 | Articles required |
| Alabama [3] | 2-10-92 | May enter into articles of association |
| Alaska | 10.15.335 | Articles required |
| Arizona | 10-704(A) | Articles required |
| Arkansas [1] | 64-1504 | Articles required |
| Arkansas [2] | 77-908 | Articles required |
| Arkansas [3] | 77-1008 | Articles of association required |
| California [1] | 54081 | Articles required |
| California [2] | 12400 | Articles required |
| Colorado [1] | 7-55-102 | Articles required |
| Colorado [2] | 7-56-109 | Articles required |
| Colorado [3] | 7-57-102 | Articles required |
| Connecticut [1] | 33-183 | Articles of agreement |
| Delaware | 8502(b) | Notice of intent to file must be published, articles required |
| District of Columbia | 29-805 | Articles required |
| Florida [1] | 618.04 | Articles required |
| Florida [2] | 619.04 | Articles required |

Table 8.01—Articles of incorporation—purposes and requirements (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Georgia | 65-203 | "Petition for charter" required |
| Hawaii | 421-4 | Articles of association required |
| Idaho | 22-2608 | Articles required |
| Illinois [1] | 305 | Articles required |
| Illinois [2] | 447 | Articles required |
| Indiana | 15-7-1-7(a) | Articles required |
| Iowa [1] | 497.2 | Articles required |
| Iowa [2] | 498.4 | Articles required |
| Iowa [3] | 499.40 | Articles required |
| Kansas [1] | 17-1506 | Articles required |
| Kansas [2] | 17-1607 | "Application for charter" required |
| Kentucky [2] | 272.131 | Articles of association required |
| Louisiana [1] | 76 | Articles of association required |
| Louisiana [2] | 127 | Articles of association required |
| Maine | 1823 | Articles required |
| Maryland | 5-505(a) | Articles required |
| Minnesota [1] | 308.06(2) | Articles required |
| Minnesota [2] | 308.58(1) | Articles required |
| Mississippi [1] | 79-17-13 | Articles of association and incorporation required |
| Mississippi [2] | 79-19-13 | Articles of association required |
| Missouri [1] | 274.070 | Articles required |
| Missouri [2] | 357.020 | Articles required |
| Montana [1] | 35-15-204 | Certificate of incorporation required |
| Montana [2] | 35-16-202 | "Petition" required |
| Montana [3] | 35-17-202 | Articles required |
| Nebraska [1] | 21-1301 | Articles required |
| Nebraska [2] | 21-1403 | Articles required |
| Nevada [1] | 81.040 | Articles required |
| Nevada [2] | 81.200(1) | Articles of association required |
| Nevada [3] | 81.440 | Articles required |
| New Hampshire | 301:4 | "Certificate of organization" required |
| New Jersey | 4:13-4 | Certificate of incorporation required |
| New Mexico [1] | 53-4-5 | Articles required |
| New Mexico [2] | 76-12-7 | Articles required |
| New York | 11 | Certificate of incorporation required |
| North Carolina [1] | 54-113 | Articles of agreement required |
| North Carolina [2] | 54-134 | Articles required |
| North Dakota | 10-15-04 | Articles of association required |
| Ohio | 1729.06 | Articles required |
| Oklahoma [1] | 334 | Articles of association required |

Table 8.01—Articles of incorporation—purposes and requirements (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---------------------------------------|
| Oklahoma [2] | 361f | Articles required |
| Oregon | 62.505 | Articles required |
| Pennsylvania [1] | 12002 | Articles of association required |
| Pennsylvania [2] | 12110 | Articles of association required |
| Rhode Island | 7-7-3 | Articles of association required |
| South Carolina [1] | 33-45-40 | "Petition" required |
| South Carolina [2] | 33-47-210 | Articles required |
| South Dakota | 47-15-3 | Articles required |
| Tennessee | 43-16-110 | Articles required |
| Texas [1] | 1396-50.01(8)(a) | Articles required |
| Texas [2] | 2516 | Charter required |
| Texas [3] | 5744 | Articles required |
| Utah | 3-1-5 | Articles required |
| Vermont | 995 | Articles required |
| Virginia [2] | 13.1-316 | Articles required |
| Washington [1] | 23.86.050 | Articles of association required |
| Washington [2] | 24.32.070 | Articles required |
| West Virginia | 19-4-6 | Articles required |
| Wisconsin | 185.04 | Articles required |
| Wyoming | 17-10-105 | Certificate of incorporation required |

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment

| Statute | Section or article | Description |
|----------------------|--------------------|-------------------------|
| STANDARD | 883f-8 | See text for provision |
| Alabama [2] | 2-10-56 | Similar to Standard Act |
| Alabama [3] | 2-10-92 | Similar to Standard Act |
| Alaska | 10.15.355 | Sign, verify |
| Arizona | 10-701(B) | Similar to Standard Act |
| Arkansas [1] | 64-1504 | Similar to Standard Act |
| Arkansas [2] | 77-908 | Similar to Standard Act |
| Arkansas [3] | 77-1008 | Similar to Standard Act |
| California [1] | 54082 | Similar to Standard Act |
| Colorado [2] | 7-56-109(2) | Similar to Standard Act |
| Delaware | 8503(b) | Similar to Standard Act |
| District of Columbia | 29-805 | Similar to Standard Act |
| Florida [1] | 618.04(8) | Similar to Standard Act |
| Florida [2] | 619.04(7) | Similar to Standard Act |

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Georgia | 65-203 | Similar to Standard Act |
| Hawaii | 421-4 | Similar to Standard Act |
| Idaho | 22-2608 | Similar to Standard Act |
| Illinois [1] | 305 | Similar to Standard Act |
| Illinois [2] | 447 | Similar to Standard Act |
| Indiana | 15-7-1-7(a) | Similar to Standard Act |
| Iowa [1] | 497.2 | Signed and acknowledged |
| Iowa [2] | 498.4 | Signed and acknowledged |
| Iowa [3] | 499.40 | Signed and acknowledged |
| Kansas [1] | 17-1506 | Executed, acknowledged |
| Kansas [2] | 17-1607 | Similar to Standard Act |
| Kentucky [2] | 272.131(9) | Similar to Standard Act |
| Louisiana [1] | 76 | Similar to Standard Act |
| Louisiana [2] | 127 | Similar to Standard Act |
| Maine | 1824 | Similar to Standard Act |
| Maryland | 5-505(a) | Similar to Standard Act |
| Minnesota [1] | 308.06(2) | Similar to Standard Act |
| Minnesota [2] | 308.58(2) | Similar to Standard Act |
| Mississippi [1] | 79-17-13 | Similar to Standard Act |
| Mississippi [2] | 79-19-13 | Similar to Standard Act |
| Missouri [1] | 274.070(2) | Similar to Standard Act |
| Missouri [2] | 357.020 | All shall sign, at least 5 signatures must be notarized |
| Montana [2] | 35-16-201 | Similar to Standard Act |
| Montana [3] | 35-17-202 | Similar to Standard Act |
| Nebraska [1] | 21-1301 | Same as other corporations |
| Nebraska [2] | 21-1403 | Similar to Standard Act |
| Nevada [1] | 81.060(1)(a), (b) | 3 or more original members, majority must be State residents, acknowledged by each |
| Nevada [2] | 81.200(2) | Similar to Standard Act |
| Nevada [3] | 81.450(1)(a), (b) | Similar to Standard Act |
| New Hampshire | 301:4(IX) | By president and majority of directors and sworn to by them |
| New Jersey | 4:13-4 | Signed by all the incorporators, acknowledgment not specified |
| New Mexico [1] | 53-4-5 | By 3 if natural persons, by president and secretary if association |
| New Mexico [2] | 76-12-7 | Similar to Standard Act |
| New York | 11 | Acknowledgment by incorporators |
| North Carolina [1] | 54-113 | Similar to Standard Act |
| North Carolina [2] | 54-134 | Similar to Standard Act |
| North Dakota | 10-15-04 | Similar to Standard Act |
| Ohio | 1729.06(F) | Similar to Standard Act |
| Oklahoma [1] | 334(g) | Similar to Standard Act |

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Oklahoma [2] | 361f | Similar to Standard Act |
| Oregon | 62.505(1) | Similar to Standard Act |
| Pennsylvania [1] | 12003 | Signed by incorporators, acknowledged by at least 5 |
| Pennsylvania [2] | 12110 | Signed by incorporators, acknowledgment not specified |
| Rhode Island | 7-7-3 | Similar to Standard Act |
| South Carolina [1] | 33-45-40 | Signed by incorporators |
| South Carolina [2] | 33-47-220 | Similar to Standard Act |
| South Dakota | 47-15-3 | Similar to Standard Act |
| Tennessee | 43-16-112 | Similar to Standard Act |
| Texas [1] | 1396-50.01(8)(a) | Similar to Standard Act |
| Texas [3] | 5744 | Similar to Standard Act |
| Utah | 3-1-5 | Signed by all, acknowledged by at least 3 |
| Vermont | 995(11) | Similar to Standard Act |
| Virginia [2] | 13.1-316 | Similar to Standard Act |
| Washington [1] | 23.86.060 | Verified by 2 signer's affidavits |
| Washington [2] | 24.32.070(8) | Signed by 3 or more incorporators |
| West Virginia | 19-4-6(g) | Similar to Standard Act |
| Wisconsin | 185.04 | Similar to Standard Act |
| Wyoming | 17-10-105 | Similar to Standard Act |

Table 8.02.02—Articles of incorporation—preparation and filing—filing

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-8 | Illinois [1] | 308 |
| Alabama [2] | 2-10-56 | Illinois [2] | 447 |
| Alabama [3] | 2-10-92 | Indiana | 15-7-1-7(a) |
| Alaska | 10.15.340 | Iowa [1] | 497.3 |
| Arizona | 10-704(b) | Iowa [2] | 498.5 |
| Arkansas [1] | 64-1505 | Iowa [3] | 499.44 |
| Arkansas [2] | 77-908 | Kansas [1] | 17-1507 |
| Arkansas [3] | 77-1008 | Kansas [2] | 17-1607 |
| California [1] | 54082 | Kentucky [2] | 272.131(9) |
| California [2] | 12400 | Louisiana [1] | 76, 85 |
| Colorado [1] | 7-55-102 | Louisiana [2] | 127 |
| Colorado [2] | 7-56-109(2) | Maine | 1824 |
| Colorado [3] | 7-57-102 | Maryland | 5-505(a) |
| Connecticut [1] | 33-183 | Minnesota [1] | 308.06(4) |
| Delaware | 8504(a) | Minnesota [2] | 308.58(2) |
| District of Columbia | 29-806 | Mississippi [1] | 79-17-13 |
| Florida [1] | 618.04(8)(b) | Mississippi [2] | 79-19-13 |
| Florida [2] | 619.04(7) | Missouri [1] | 274.070(2) |
| Georgia | 65-203 | Missouri [2] | 357.020 |
| Hawaii | 421-6 | Montana [1] | 35-15-205 |
| Idaho | 22-2608 | | |

Table 8.02.02—Articles of incorporation—preparation and filing—filing (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Montana [2] | 35-16-202 | Rhode Island | 7-7-3 |
| Montana [3] | 35-17-202 | South Carolina [1] | 33-45-40 |
| Nebraska [2] | 21-1404 | South Carolina [2] | 33-47-220 |
| Nevada [1] | 81.060(1)(c) | South Dakota | 47-15-3, 6 |
| Nevada [2] | 81.200(3) | Tennessee | 43-16-112 |
| Nevada [3] | 81.450(1)(c) | Texas [1] | 1396-50.01(9)(a) |
| New Hampshire | 301:4(IX) | Texas [2] | 2516, 2517 |
| New Jersey | 4:13-6(a) | Texas[3] | 5744 |
| New Mexico [1] | 53-4-6 | Utah | 3-1-6 |
| New Mexico [2] | 76-12-7, 8 | Vermont | 995(11) |
| New York | 15 | Virginia [2] | 13.1-317 |
| North Carolina [1] | 54-114 | Washington [1] | 23.86.060 |
| North Carolina [2] | 54-134 | Washington [2] | 24.32.070(8) |
| North Dakota | 10-15-04 | West Virginia | 19-4-6(g) |
| Ohio | 1729.06 | Wisconsin | 185.05(3) |
| Oklahoma [1] | 334(g) | Wyoming | 17-10-106 |
| Oklahoma [2] | 361f | | |
| Oregon | 62.505(1) | | |
| Pennsylvania [1] | 12002 | | |
| Pennsylvania [2] | 12111 | | |

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-8 | Evidence of due incorporation (see text) |
| Alabama [2] | 2-10-56 | Similar to Standard Act |
| Alabama [3] | 2-10-92 | Similar to Standard Act |
| Alaska | 10.15.345 | Corporate existence begins, evidence that requirements met |
| Arkansas [2] | 77-908 | Similar to Standard Act |
| Colorado [2] | 7-56-109(2) | Similar to Standard Act |
| Connecticut [1] | 33-183 | Shall become corporation and enjoy powers, privileges, duties |
| Connecticut [2] | 33-199 | When approved and recorded, has corporate powers |
| Delaware | 8504(b) | Similar to Standard Act |
| District of Columbia | 29-806 | Similar to Standard Act |
| Florida [1] | 618.04(8)(b) | Similar to Standard Act |
| Florida [2] | 619.04(7) | Similar to Standard Act |
| Hawaii | 421-6(c) | Becomes body corporate with powers, liabilities. Subject to laws |
| Idaho | 22-2608 | Similar to Standard Act |
| Illinois [1] | 308 | Corporate existence shall begin, evidence that conditions met |
| Illinois [2] | 447 | Similar to Standard Act |

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-7(c) | Existence begins, evidence of incorporation, right to do business |
| Iowa [2] | 499.44 | Corporate existence shall begin |
| Kentucky [2] | 272.131(9) | Similar to Standard Act |
| Louisiana [1] | 85 | Corporate existence shall begin |
| Minnesota [2] | 308.58(2) | Similar to Standard Act |
| Mississippi [1] | 79-17-13 | Shall become complete and valid corporation |
| Missouri [1] | 274.070(2) | Similar to Standard Act |
| Montana [1] | 35-15-205 | Deemed fully organized and may proceed to do business |
| Montana [2] | 35-16-204 | Declared quasi-public corporation for promotion of public welfare |
| Montana [3] | 35-17-202 | Similar to Standard Act |
| Nebraska [2] | 21-1404 | Similar to Standard Act |
| Nevada [1] | 81.060(5) | Similar to Standard Act |
| Nevada [2] | 81.200(3) | Association complete and shall have powers to act |
| Nevada [3] | 81.450(4) | Similar to Standard Act, body politic and corporate |
| New Hampshire | 301:4(X) | Similar to Standard Act |
| New Jersey | 4:13-9 | Similar to Standard Act |
| | 4:13-7 | Becomes body corporate with all rights, privileges |
| New Mexico [2] | 76-12-7 | Similar to Standard Act |
| North Carolina [2] | 54-134 | Similar to Standard Act |
| North Dakota | 10-15-07 | Existence begins with filing |
| | 10-15-08 | Conclusive evidence of existence |
| Ohio | 1729.06 | Similar to Standard Act |
| Oklahoma [2] | 361f | Similar to Standard Act |
| Oregon | 62.505(4) | Corporate existence begins, evidence that requirements met |
| Pennsylvania [1] | 12002 | Shall be deemed body corporate and politic |
| Pennsylvania [2] | 12111 | Conclusive evidence that association has been organized |
| Rhode Island | 7-7-4 | Similar to Standard Act |
| South Carolina [2] | 33-47-220 | Similar to Standard Act |
| South Dakota | 47-15-6 | Legal existence begins |
| | 47-15-7 | Conclusive evidence that condition precedent met |
| Tennessee | 43-16-112 | Similar to Standard Act |
| Texas [1] | 1396-50.01(9)(b) | Corporate existence begins |
| Texas [3] | 5744 | Similar to Standard Act |
| Utah | 3-1-6(a) | Corporate existence shall begin |
| Vermont | 995(12) | Similar to Standard Act |
| Virginia [2] | 13.1-317 | Becomes effective in accordance with its terms |
| Washington [1] | 23.86.060 | Deemed to be legally organized |
| Washington [2] | 24.32.070(8) | Similar to Standard Act |

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing (continued)

| Statute | Section or article | Description |
|---------------|--------------------|----------------------------------|
| West Virginia | 19-4-6(g) | Similar to Standard Act |
| Wisconsin | 185.05(3) | Existence begins with filing |
| | 185.05(4) | Conclusive evidence of existence |
| Wyoming | 17-10-105 | Corporate existence begins |

Table 8.03.01—Articles of incorporation—contents—association name

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-8(a) | Maine | 1823(1) |
| Alabama [2] | 2-10-56 | Maryland | 5-505(a)(1) |
| Alabama [3] | 2-10-92 | Minnesota [1] | 308.06(2)(1) |
| Alaska | 10.15.350(1) | Minnesota [2] | 308.58(1) |
| Arizona | 10-704(A)(1) | Mississippi [1] | 79-17-13 |
| Arkansas [1] | 64-1504 | Mississippi [2] | 79-19-13(a) |
| Arkansas [2] | 77-908(a) | Missouri [1] | 274.070(1)(1) |
| Arkansas [3] | 77-1008(a) | Missouri [2] | 357.020 |
| California [1] | 54081(a) | Montana [2] | 35-16-202 |
| California [2] | 12401(a) | Montana [3] | 35-17-202 |
| Colorado [1] | 7-55-102(a) | Nebraska [1] | 21-1302(1) |
| | | Nebraska [2] | 21-1403(1) |
| | | Nevada [1] | 81.040(1) |

| | |
|----------------------|----------------|
| Colorado [2] | 7-56-109(1) |
| Colorado [3] | 7-57-102 |
| Delaware | 8503(a)(1) |
| District of Columbia | 29-805(2) |
| Florida [1] | 618.04(1) |
| Florida [2] | 619.04(1) |
| Georgia | 65-203(a) |
| Hawaii | 421-4(1) |
| Idaho | 22-2608(a) |
| Illinois [1] | 305(a) |
| Illinois [2] | 447(a) |
| Indiana | 15-7-1-7(a)(1) |
| Iowa [1] | 497.2 |
| Iowa [2] | 498.4 |
| Iowa [3] | 499.40(1) |
| Kansas [1] | 17-1506 |
| Kansas [2] | 17-1607(a) |
| Kentucky [2] | 272.131(1) |
| Louisiana [1] | 76(1) |
| Louisiana [2] | 127(1) |

| | |
|--------------------|---------------------|
| Nevada [2] | 81.200(1)(a) |
| Nevada [3] | 81.440(1) |
| New Hampshire | 301:4(1) |
| New Jersey | 3:13-4(a) |
| New Mexico [1] | 53-4-5(2) |
| New Mexico [2] | 76-12-7(a) |
| New York | 11(1) |
| North Carolina [1] | 54-113 |
| North Carolina [2] | 54-134(1) |
| North Dakota | 10-15-05(1) |
| Ohio | 1729.06(A) |
| Oklahoma [1] | 334(a) |
| Oklahoma [2] | 361f(a) |
| Oregon | 62.510(1)(a) |
| Pennsylvania [1] | 12003(1) |
| Pennsylvania [2] | 12110(1) |
| Rhode Island | 7-7-3(1) |
| South Carolina [1] | 33-45-40(2) |
| South Carolina [2] | 33-47-210(1) |
| South Dakota | 47-15-4(1) |
| Tennessee | 43-16-110 |
| Texas [1] | 1396-50.01(8)(b)(2) |

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|----------------|--------------------|
| Texas [3] | 5744(a) | Washington [2] | 24.32.070(1) |
| Utah | 3-1-5(a) | West Virginia | 19-4-6(a) |
| Vermont | 995(1) | Wisconsin | 185.05(1)(a) |
| Virginia [2] | 13.1-316(a) | Wyoming | 17-10-105(1) |
| Washington [1] | 23.86.050(1) | | |

[illegible]

Table 8.03.02—Articles of incorporation—contents—purposes (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|---------------------|----------------|--------------------|
| South Carolina [1] | 33-45-40(4) | Virginia [2] | 13.1-316(c) |
| South Carolina [2] | 33-47-210(2) | Washington [1] | 23.86.050(2) |
| South Dakota | 47-15-4(3) | | |
| Tennessee | 43-16-110 | Washington [2] | 24.32.070(2) |
| Texas [1] | 1396-50.01(8)(b)(1) | West Virginia | 19-4-6(b) |
| | | Wisconsin | 185.05(1)(c) |
| Texas [3] | 5744(b) | Wyoming | 17-10-105(2) |
| Utah | 3-1-5(b) | | |
| Vermont | 995(2) | | |

Table 8.03.03—Articles of incorporation—contents—place of business

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-8(c) | Kansas [1] | 17-1506 |
| Alabama [2] | 2-10-56 | Kansas [2] | 17-1607(c) |
| Alabama [3] | 2-10-92 | Kentucky [2] | 272.131(3) |
| Arizona | 10-704(A)(3) | Louisiana [1] | 76(1) |
| Arkansas [1] | 64-1504 | Louisiana [2] | 127(1) |
| Arkansas [2] | 77-908(c) | Maine | 1823(4) |
| | | Maryland | 5-505(a)(4) |
| | | Minnesota [1] | 308.06(2)(1) |
| Arkansas [3] | 77-1008(c) | Minnesota [2] | 308.58(1)(3) |
| California [1] | 54081(c) | Mississippi [1] | 79-17-13 |
| California [2] | 12401(c) | | |
| Colorado [1] | 7-55-102(c) | Mississippi [2] | 79-19-13(c) |
| Colorado [2] | 7-56-109(1)(c) | Missouri [1] | 274.070(1)(3) |
| | | Missouri [2] | 357.020 |
| Colorado [3] | 7-57-102 | Montana [2] | 35-16-202 |
| Connecticut [1] | 33-184 | Montana [3] | 35-17-202 |
| Delaware | 8503(a)(3) | | |
| District of Columbia | 29-805(4) | Nebraska [1] | 21-1302(5) |
| Florida [1] | 618.04(3) | Nebraska [2] | 21-1403(3), (6) |
| | | Nevada [1] | 81.040(3) |
| Florida [2] | 619.04(3) | Nevada [2] | 81.200(1)(c) |
| Georgia | 65-203(c) | Nevada [3] | 81.440(3) |
| Hawaii | 421-4(2) | | |
| Idaho | 22-2608(c) | New Hampshire | 301:4(III) |
| Illinois [1] | 305(b) | New Jersey | 4:13-4(c) |
| | | New Mexico [1] | 53-4-5(4) |
| Illinois [2] | 447(c) | New Mexico [2] | 76-12-7(d) |
| Indiana | 15-7-1-7(a) | New York | 11(4) |
| Iowa [1] | 497.2 | | |
| Iowa [2] | 498.4 | North Carolina [1] | 54-113 |
| Iowa [3] | 499.40(1) | North Carolina [2] | 54-134(3) |
| | | North Dakota | 10-15-05(11) |
| | | Ohio | 1729.06(c) |
| | | Oklahoma [1] | 334(b) |

Table 8.03.03—Articles of incorporation—contents—place of business (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|---------------------|----------------|--------------------|
| Oklahoma [2] | 361f(d) | Utah | 3-1-5(d) |
| Pennsylvania [1] | 12003(II) | Vermont | 995(3) |
| Pennsylvania [2] | 12110(2) | Virginia [2] | 13.1-316(b) |
| Rhode Island | 7-7-3(3) | Washington [1] | 23.86.050(3) |
| South Carolina [1] | 33-45-40(3) | Washington [2] | 24.32.070(3) |
| South Carolina [2] | 33-47-210(3) | West Virginia | 19-4-6(c) |
| South Dakota | 47-15-4(11) | Wisconsin | 185.05(1)(k) |
| Tennessee | 43-16-110 | Wyoming | 17-10-105(6) |
| Texas [1] | 1396-50.01(8)(b)(4) | | |
| Texas [3] | 5744(c) | | |

Table 8.03.04—Articles of incorporation—contents—term of existence

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-8(d) | Maine | 1823(3) |
| Alabama [2] | 2-10-56 | Minnesota [1] | 308.06(2)(2) |
| Alabama [3] | 2-10-92 | Minnesota [2] | 308.58(1)(4) |
| Alaska | 10.15.350(2) | Mississippi [1] | 79-17-13 |
| Arizona | 10-704(A)(4) | Mississippi [2] | 79-19-13(d) |
| Arkansas [1] | 64-1504 | | |
| Arkansas [2] | 77-908(d) | Missouri [1] | 274.070(1)(4) |
| Arkansas [3] | 77-1008(d) | Montana [2] | 35-16-202 |
| Colorado [1] | 7-55-102(d) | Montana [3] | 35-17-202 |
| Colorado [2] | 7-56-109(1)(d) | Nebraska [2] | 21-1403(4) |
| Colorado [3] | 7-57-102 | Nevada [1] | 81.040(4) |
| Delaware | 8503(a)(4) | Nevada [2] | 81.200(1)(d) |
| District of Columbia | 29-805(3) | Nevada [3] | 81.440(4) |
| Florida [1] | 618.04(4) | New Jersey | 4:13-4(d) |
| Florida [2] | 619.04(4) | New Mexico [1] | 53-4-5(3) |
| Georgia | 65-203(d) | New Mexico [2] | 76-12-7(c) |
| Hawaii | 421-1(4) | New York | 11(3) |
| Idaho | 22-2608(d) | North Carolina [2] | 54-134(4) |
| Illinois [1] | 305(c) | North Dakota | 10-15-05(2) |
| Illinois [2] | 447(d) | Oklahoma [1] | 334(d) |
| Indiana | 15-7-1-7(a)(3) | Oklahoma [2] | 361f(c) |
| Iowa [3] | 499.40(3) | Oregon | 62.510(1)(b) |
| Kansas [1] | 17-1506 | Pennsylvania [1] | 12003(X) |
| Kansas [2] | 17-1607(d) | Pennsylvania [2] | 12110(7) |
| Kentucky [2] | 272.131(4) | Rhode Island | 7-7-3(4) |
| Louisiana [1] | 76(3) | South Carolina [2] | 33-47-210(4) |
| Louisiana [2] | 127(3) | | |

Table 8.03.04—Articles of incorporation—contents—term of existence (continued)

| Statute | Section or article | Statute | Section or article |
|--------------|---------------------|------------------|--------------------|
| South Dakota | 47-15-4(2) | Virginia [2] | 13.1-316(h) |
| Tennessee | 43-16-110 | Washington [1] | 23.86.050(4) |
| Texas [1] | 1396-50.01(8)(b)(3) | Washington [2] | 24.32.070(4) |
| Texas [3] | 5744(d) | West Virginia | 19-4-6(d) |
| Utah | 3-1-5(c) | Wisconsin | 185.05(1)(b) |
| | | Wyoming | 17-10-105(4) |

Table 8.03.05—Articles of incorporation—contents—incorporators, subscribers

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-8 | Names and addresses of incorporating directors |
| Alabama [2] | 2-10-56 | Names and addresses of incorporating directors |
| Alaska | 10.15.350(11) | Name and address of each incorporator |
| Arkansas [1] | 64-1504 | Name and residences of persons forming cooperative |
| California [2] | 12401(f) | Names and addresses of subscribers and amount of subscription |
| Colorado [1] | 7-55-102(h) | Names and addresses of those filing articles |
| Colorado [3] | 7-57-102 | Names and addresses of incorporators |
| Delaware | 8503(a)(5) | Subscribers post office address, number of shares, amount paid |
| District of Columbia | 29-805(5) | Names and addresses of incorporators |
| Hawaii | 421-4(6) | Names and addresses of incorporators, and stock subscription |
| Illinois [1] | 305(d) | Name and address of each incorporator |
| Indiana | 15-7-1-7(a)(9) | Names and addresses of incorporators |
| Iowa [1] | 497.2 | Names and residences of incorporators |
| Iowa [2] | 498.4 | Names and residences of incorporators |
| Iowa [3] | 499.40(4) | Name, occupation, and address of each incorporator |
| Kansas [1] | 17-1506 | Names and residences of those forming association |
| Maine | 1823(5) | Names and addresses, number of shares subscribed by each |
| Maryland | 5-505(a)(2) | Names, addresses, State of residence of incorporators |
| Minnesota [1] | 79-17-15 | Names or organizing members |
| Missouri [2] | 357.020 | Names and residences of persons forming association |
| Montana [2] | 35-16-202 | Names and addresses of incorporators |
| Nebraska [1] | 21-1302(7) | Name and street address of each incorporator |
| Nebraska [2] | 21-1403(8) | Name and address of each incorporator |
| New Jersey | 4:13-4(e) | Names and addresses of subscribers |
| New Mexico [1] | 53-4-5(5), (7) | No. of shares or membership subscribed for; names & addresses of incorporators |
| New Mexico [2] | 76-12-7(e) | Names and addresses of incorporators |
| New York | 11(9) | Requirements for subscribers |
| | 11(5) | Names and addresses of incorporators |
| North Carolina [1] | 54-113 | Number of shares subscribed for |
| | 54-113 | Names and residences of persons forming association |

Table 8.03.05—Articles of incorporation—contents—incorporators, subscribers (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| North Dakota | 10-15-05(12) | Name and address of each incorporator |
| Oklahoma [2] | 361f(e) | Name and address of each incorporator |
| Oregon | 62.510(1)(k) | Name and address of each incorporator |
| Pennsylvania [1] | 12003(XI) | Names, addresses, shares owned by original associates |
| Rhode Island | 7-7-3 | Names and addresses of incorporators |
| South Carolina [1] | 33-45-40(1) | Names and residences of petitioners |
| South Dakota | 47-15-4(13) | Names and addresses of incorporators |
| Texas [1] | 1396-50.01(8)(b)(5) | Names and addresses of incorporators |
| | 1396-50.01(8)(b)(7) | Number of shares or memberships subscribed for |
| Utah | 3-1-5(e) | Names and addresses of incorporators, amount of stock subscription |
| West Virginia | 19-4-6(f) | Number of incorporators |
| Wisconsin | 185.05(1)(e) | Names and addresses of incorporators |

Table 8.03.06—Articles of incorporation—contents—initial directors

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-8 | Names and addresses of incorporating directors |
| Alabama [2] | 2-10-56 | Names and addresses of incorporating directors |
| Alaska | 10.15.350(10) | Names and addresses of initial directors |
| Arkansas [1] | 64-1504 | Names of those selected for first term |
| California [1] | 54081(d) | Names for unequal terms initially; names and addresses of initial directors |
| California [2] | 12401(e) | Names and addresses of initial directors |
| Colorado [2] | 7-56-109(1)(e) | Names and addresses of initial directors |
| Delaware | 8503(a)(6) | Names and residences of first year directors and treasurer |
| District of Columbia | 29-805(6) | Names and addresses of directors for first year |
| Florida [1] | 618.04(5) | Names and addresses of initial directors |
| Florida [2] | 619.04(5) | Names and addresses of first year directors |
| Georgia | 65-203(e) | Names and addresses of directors for first term |
| Hawaii | 421-4(5) | Names and addresses of initial directors |
| Illinois [1] | 305(i) | Number of directors elected at first meeting |
| Illinois [2] | 447(e) | Names and addresses of first term board |
| Indiana | 15-7-1-7(a)(8) | Names and addresses of first board of directors |
| Kansas [1] | 17-1506 | Names of initial directors |
| Kentucky [2] | 272.131(5) | Names and addresses of initial directors |

Table 8.03.06—Articles of incorporation—contents—initial directors (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| Maine | 1823(b), 1871(2) | Names and addresses of first directors |
| Minnesota [1] | 308.06(2)(7) | Names, addresses, terms of first directors |
| Minnesota [2] | 308.58(1)(5) | Names and addresses of first directors |
| Missouri [1] | 274.070(1)(5) | Names and addresses of initial directors |
| Montana [2] | 35-16-202 | Names and residences of initial directors |
| Montana [3] | 35-17-202 | Names and addresses of those appointed for first 3 months |
| Nebraska [2] | 21-1403(5) | Names and addresses of organizing directors |
| Nevada [1] | 81.040(6) | Names and addresses of directors for first year |
| Nevada [2] | 81.200(1)(e) | Names and addresses of directors for first year |
| Nevada [3] | 81.440(5) | Names and residences of those selected for first year |
| New Hampshire | 301:4(1V) | Names and addresses of directors |
| New Mexico [1] | 53-4-5(6) | Names and addresses of initial directors |
| New Mexico [2] | 76-12-7(f) | Names and addresses of initial directors |
| New York | 11(7) | Names and addresses of initial directors |
| North Carolina [2] | 54-134(5) | Names and addresses of initial directors |
| North Dakota | 10-15-05(13) | Names and addresses of at least 5 incorporators as temporary board |
| Ohio | 1729.06(D) | Names and addresses of initial directors |
| Oklahoma [1] | 334(e) | Names and addresses of initial directors |
| Oklahoma [2] | 361f(f) | Names and addresses of initial directors |
| Oregon | 62.510(1)(j) | Names and addresses of initial directors |
| Pennsylvania [2] | 12110(6) | Number, names, and addresses of initial directors |
| South Carolina [2] | 33-47-210(5) | Names and addresses of initial directors |
| South Dakota | 47-15-4(14) | Names, addresses of at least 3 incorporators as initial board |
| Tennessee | 43-16-110 | Names and addresses of initial directors |
| Texas [1] | 1396-50.01(8)(b)(6) | Names and addresses of first year directors |
| Utah | 3-1-5(f) | Names and addresses of first directors |
| Vermont | 995(4) | Names and addresses of initial directors |
| Virginia [2] | 13.1-316(g) | Names and addresses of initial directors |
| Wisconsin | 185.05(1)(m) | Names, addresses of at least 5 incorporators as initial board |
| Wyoming | 17-10-105(5) | Names of initial directors |

Table 8.03.07—Articles of incorporation—contents—number of directors

| Statute | Section or article | Description |
|--------------|--------------------|-----------------------------|
| STANDARD | 883f-8(e) | Number of directors |
| Alabama [2] | 2-10-56 | Number of directors |
| Alaska | 10.15.350(10) | Number of initial directors |
| Arizona | 10-704(A)(5) | Number of directors |
| Arkansas [1] | 64-1504 | Number of directors |
| Arkansas [2] | 77-908(e) | Number of directors |

Table 8.03.07—Articles of Incorporation—contents—number of directors (continued)

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Arkansas [3] | 77-1008(e) | Number of directors |
| California [1] | 54081(d) | Number of initial directors |
| California [2] | 12401(d) | Number of directors |
| Colorado [1] | 7-55-102(e) | Number of directors |
| Colorado [2] | 7-56-109(1)(e) | Number of directors |
| Colorado [3] | 7-57-102 | Number of directors |
| Delaware | 8503(a)(6) | Number of first year directors |
| Florida [1] | 618.04(5) | Number of initial directors |
| Florida [2] | 619.04(5) | Number of directors |
| Hawaii | 421-13(c) | Number of directors |
| Illinois [1] | 305(i) | Number of directors elected at first meeting |
| Illinois [2] | 447(e) | Minimum number of directors |
| Indiana | 15-7-1-7(a)(7) | Number of initial directors |
| Indiana | 15-7-1-11(a) | Number of post incorporation directors |
| Iowa [3] | 499.40(5) | Number of directors |
| Kansas [1] | 17-1506 | Number of directors |
| Kansas [2] | 17-1607(e) | Number of directors |
| Louisiana [1] | 76(4) | Number of directors |
| Louisiana [2] | 127(4) | Number of directors |
| Maine | 1871(3) | In articles or bylaws, permissive language |
| Michigan | 21.102 | Number of directors |
| Minnesota [2] | 308.58(1)(5) | Number of directors |
| Mississippi [2] | 79-19-13(e) | Number of directors |
| Missouri [1] | 274.070(1)(5) | Number of directors |
| Montana [3] | 14-17-202 | Number of directors |
| Nebraska [2] | 21-1403(5) | Number of directors |
| Nevada [2] | 81.200(1)(e) | Number of directors |
| New York | 11(6) | Number, or that bylaws may set within maximum and minimum |
| Ohio | 1729.06(D) | Number of directors |
| Oregon | 62.510(1)(j) | Number of initial directors |
| Pennsylvania [2] | 12110(6) | Number of initial directors |
| South Dakota | 47-15-4(12) | Number, or that number shall be stated in bylaws |
| Tennessee | 43-16-110 | Number of directors |
| Texas [3] | 5744(e) | Number of directors |
| Virginia [2] | 13.1-316(g) | Number constituting initial board |
| | 13.1-316(f) | Maximum number |
| Washington [2] | 24.32.070(5) | Number of directors |
| West Virginia | 19-4-6(e) | Number, or that number shall be stated in bylaws |
| Wyoming | 17-10-105(5) | Number of directors |

Table 8.03.08—Articles of incorporations—contents—term of directors

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-8 | Michigan | 21.102 |
| Alabama [2] | 2-10-56 | Minnesota [2] | 308.58(1)(5) |
| Arizona | 10-704(A)(5) | Mississippi [2] | 79-19-13(e) |
| Arkansas [2] | 77-908(e) | Missouri [1] | 274.070(1)(5) |
| Arkansas [3] | 77-1008(e) | New Hampshire | 301:4(IV) |
| California [1] | 54081(d) | Ohio | 1729.06(d) |
| Colorado [1] | 7-55-102(e) | Tennessee | 43-16-110 |
| Colorado [2] | 7-56-109(e) | Texas [3] | 5744(e) |
| Colorado [3] | 7-57-102 | Utah | 3-1-13(III) |
| Hawaii | 421-13(c) | Washington [2] | 24.32.070(5) |
| Illinois [2] | 447(e) | | |
| Iowa [3] | 499.40(5) | | |
| Kansas [2] | 17-1607(e) | | |
| Louisiana [1] | 76(4) | | |
| Louisiana [2] | 127(4) | | |
| Maine | 1871(3) | | |

Table 8.03.9—Articles of incorporation—contents—member property rights

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-8(f) | See text for Standard Act provision |
| Alabama | 2-10-56 | Similar to Standard Act |
| Alaska | 10.15.350(8) | Basis of distribution of assets on dissolution or liquidation |
| Arkansas [2] | 77-908(f) | Similar to Standard Act |
| Arkansas [3] | 77-1008(f) | If without capital stock, classification of rights on dissolution |
| California [1] | 54081(e) | Similar to Standard Act |
| Colorado [1] | 7-55-102(g) | Method of determining rights of members without capital stock |
| Colorado [2] | 7-56-109(1)(f) | Similar to Standard Act |
| Colorado [3] | 7-57-102 | Similar to Standard Act |
| District of Columbia | 29-805(11) | Method by which surplus is distributed at dissolution |
| | 29-805(9) | Similar to Standard Act |
| Florida [1] | 618.04(6) | Similar to Standard Act |
| Florida [2] | 619.04(6) | Similar to Standard Act |
| Georgia | 65-203(P) | Similar to Standard Act |
| Hawaii | 421-4(8) | Similar to Standard Act |
| Idaho | 22-2608(e) | Similar to Standard Act |
| Illinois [2] | 447(f) | Similar to Standard Act |

Table 8.03.09—Articles of incorporation—contents—member property rights (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Indiana | 15-7-1-7(a)(5) | Similar to Standard Act |
| Iowa [3] | 499.14 | For nonstock associations, must specify rights of members, issuing price |
| | 499.40(6)(b) | Similar to Standard Act |
| Kansas [2] | 17-1607(f) | Similar to Standard Act |
| Kentucky [2] | 272.131(6) | Similar to Standard Act |
| Louisiana [1] | 76(5) | Similar to Standard Act |
| Louisiana [2] | 127(5) | Similar to Standard Act |
| Maine | 1823(8) | Similar to Standard Act |
| Maryland | 5-505(c) | Similar to Standard Act |
| Minnesota [2] | 308.58(1)(6) | Similar to Standard Act |
| Mississippi [2] | 79-19-13(f) | Similar to Standard Act |
| Missouri [1] | 274.070(1)(6) | Similar to Standard Act |
| Montana [3] | 37-17-202 | Similar to Standard Act |
| Nevada [1] | 81.040(7) | Similar to Standard Act, without stock restriction |
| Nevada [2] | 81.200(1)(g) | That interests and rights of each member are equal |
| | 81.200(1)(f) | Amount which each number must pay on admission |
| Nevada [3] | 81.440(6) | Similar to Standard Act |
| New Mexico [1] | 53-4-5(11) | Method by which surplus distributed on dissolution |
| New Mexico [2] | 76-12-7(g) | Similar to Standard Act |
| North Carolina [2] | 54-134(6) | Similar to Standard Act |
| North Dakota | 10-15-05(10) | Basis of distribution of assets on dissolution or liquidation |
| Ohio | 1729.06(E) | Similar to Standard Act |
| Oklahoma [2] | 361f(g) | Similar to Standard Act |
| Oregon | 62.510(1)(h) | Basis of distribution of assets on dissolution or liquidation |
| Pennsylvania [2] | 12110(5) | Similar to Standard Act |
| South Carolina [2] | 33-47-210(6) | Similar to Standard Act |
| South Dakota | 47-15-4(10) | Basis of distribution of assets on dissolution or liquidation |
| Tennessee | 43-16-110 | Similar to Standard Act |
| Texas [3] | 5744(f) | Similar to Standard Act |
| Utah | 3-1-5(h) | Similar to Standard Act |
| Vermont | 995(6) | Similar to Standard Act |
| Virginia [2] | 13.1-316(e) | Similar to Standard Act |
| Washington [2] | 24.32.070(6) | Similar to Standard Act |
| West Virginia | 19-4-6(f) | Similar to Standard Act |
| Wisconsin | 185.05(1)(j) | Basis of distribution of assets on dissolution or liquidation |
| Wyoming | 17-10-105(3)(a) | Similar to Standard Act |

Table 8.03.10—Articles of incorporation—contents—amount of capital stock

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------------|
| STANDARD | 883f-8(g) | Mississippi [2] | 79-19-13(g) |
| Alabama [2] | 2-10-56 | Missouri [2] | 357.020 |
| Alaska | 10.15.350(4), (5) | Nevada [1] | 81.040(5) |
| Arkansas [1] | 64-1504 | New Hampshire | 301:4(VII) |
| Arkansas [2] | 77-908(g) | New Jersey | 4:13-4(f) |
| Arkansas [3] | 77-1008(g) | | |
| California [1] | 54081(f) | New Mexico [1] | 53-4-5(7) |
| California [2] | 12402(a) | New Mexico [2] | 76-12-7(h) |
| Colorado [1] | 7-55-102(f) | New York | 11(8) |
| Colorado [2] | 7-56-109(1)(g) | North Carolina [1] | 54-113 |
| Colorado [3] | 7-57-102 | North Carolina [2] | 54-134(7) |
| Connecticut [1] | 33-187 | North Dakota | 10-15-05(4) |
| Delaware | 8503(a)(5) | Ohio | 1729.06(F) |
| District of Columbia | 29-805(7), (8) | Oklahoma [2] | 361f(h) |
| Florida [1] | 618.04(7) | Oregon | 62-510(1)(d) |
| Georgia | 65-203(g) | Pennsylvania [1] | 12003(IV) |
| Hawaii | 421-4(7) | Pennsylvania [2] | 12110(4) |
| Idaho | 22-2608(f) | Rhode Island | 7-7-3(5) |
| Illinois [2] | 447(g) | South Carolina [1] | 33-45-40(5) |
| | | South Carolina [2] | 37-47-210(7) |
| | | South Dakota | 47-15-4(4) |
| Indiana | 15-7-1-7(a)(6) | Tennessee | 43-16-110 |
| Iowa [1] | 497.2 | Texas [1] | 1396-50.01(8)(b)(7), (8) |
| Iowa [3] | 499.40(6)(a) | Texas [3] | 5744(g) |
| Kansas [1] | 17-1506 | Utah | 3-1-5(g) |
| Kansas [2] | 17-1607(g) | Vermont | 995(7) |
| Kentucky [2] | 272.131(7) | Virginia [2] | 13.1-316(d) |
| Louisiana [1] | 76(6) | Washington [1] | 23.86.050(5) |
| Louisiana [2] | 127(6) | Washington [2] | 24.32.070(7) |
| Maine | 1823(7) | West Virginia | 19-4-6(g) |
| Maryland | 5-505(b)(1)(iii) | Wisconsin | 185.21(1) |
| Minnesota [2] | 308.58(1)(7) | Wyoming | 17-167(3)(b) |
| Mississippi [1] | 79-17-23 | | |

Table 8.03.11—Articles of incorporation—contents—number of shares

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|----------------|--------------------|
| STANDARD | 883f-8(g) | California [1] | 54081(f) |
| Alabama [2] | 2-10-56 | California [2] | 12402(a) |
| Alaska | 10.15.350(5) | Colorado [1] | 7-55-102(f) |
| Arkansas [1] | 64-1504 | Colorado [2] | 7-56-109(1)(g) |
| Arkansas [2] | 77-908(g) | Colorado [3] | 7-57-102 |
| Arkansas [3] | 77-1008(g) | | |

Table 8.03.11—Articles of incorporation—contents—number of shares (continued)

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|---------------------|
| Delaware | 8303(a)(5) | New Mexico [1] | 53-4-5(8) |
| District of Columbia | 29-805(8) | New Mexico [2] | 76-12-7(h) |
| Florida [1] | 618.04(7) | New York | 11(8) |
| Georgia | 65-203(g) | North Carolina [2] | 54-134(7) |
| Hawaii | 421-4(7) | North Dakota | 10-15-05(6) |
| | | Ohio | 1729.06(F) |
| Idaho | 22-2608(f) | | |
| Illinois [1] | 305(r) | Oklahoma [2] | 361f(h) |
| Illinois [2] | 447(g) | Oregon | 62.510(1)(e) |
| Indiana | 15-7-1-7(a)(6) | Pennsylvania [2] | 12110(4) |
| Iowa [1] | 497.2 | Rhode Island | 7-7-3(5) |
| | | South Carolina [1] | 33-45-40(6) |
| Iowa [3] | 499.40(6)(a) | | |
| Kansas [1] | 17-1506 | South Carolina [2] | 33-47-210(7) |
| Kansas [2] | 17-1607(g) | South Dakota | 47-15-4(6) |
| Kentucky [2] | 272.131(7) | Tennessee | 43-16-110 |
| Louisiana [1] | 76(6) | Texas [1] | 1396-50.01(8)(b)(8) |
| | | Texas [3] | 5744(g) |
| Louisiana [2] | 127(6) | | |
| Maine | 1823(7) | Utah | 3-1-5(g) |
| Maryland | 5-505(b)(1)(i) | Vermont | 995(7) |
| Minnesota [1] | 308.06(2)(3) | Washington [1] | 23.86.050(5) |
| Minnesota [2] | 308.58(1)(7) | | |

| | | | |
|-----------------|-------------|----------------|-----------------|
| Mississippi [2] | 79-19-13(g) | Washington [2] | 24.32.070(7) |
| Missouri [2] | 357.020 | West Virginia | 19-4-6(g) |
| Nevada [1] | 81.040(5) | | |
| New Hampshire | 301:4(VII) | Wisconsin | 185.05(1)(f) |
| New Jersey | 4:13-4(f) | Wyoming | 17-10-105(3)(b) |

Table 8.03.12—Articles of incorporation—contents—par value

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|----------------------|--------------------|
| STANDARD | 883f-8(g) | Delaware | 8503(a)(5) |
| Alabama [2] | 2-10-56 | District of Columbia | 29-805(8) |
| Alaska | 10.15.350(5) | Florida [1] | 618.04(7) |
| Arkansas [1] | 64-1504 | Georgia | 65-203(g) |
| Arkansas [2] | 77-908(g) | Hawaii | 421-4(7) |
| Arkansas [3] | 77-1008(g) | | |
| California [1] | 54081(f) | Idaho | 22-2608(f) |
| California [2] | 12402(a) | Illinois [1] | 305(f) |
| Colorado [1] | 7-55-102(f) | Illinois [2] | 447(g) |
| Colorado [2] | 7-56-109(g) | Indiana | 15-7-1-7(a)(6) |
| Colorado [3] | 7-57-102 | Iowa [1] | 497.2 |

Table 8.03.12—Articles of incorporation—contents—par value (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|---------------------|
| Iowa [3] | 499.40(6)(a) | North Carolina [2] | 54-134(7) |
| Kansas [1] | 17-1506 | North Dakota | 10-15-05(6) |
| Kansas [2] | 17-1607(g) | Ohio | 1729.06(F) |
| Kentucky | 272.131(7) | Oklahoma [2] | 361f(h) |
| Louisiana [1] | 76(6) | Oregon | 62.510(1)(e) |
| Louisiana [2] | 127(6) | Pennsylvania [1] | 12003(V) |
| Maine | 1823(7) | Pennsylvania [2] | 12110(4) |
| Maryland | 5-505(6)(1)(ii) | Rhode Island | 7-7-3(5) |
| Minnesota [1] | 308.06(2)(3) | South Carolina [1] | 33-45-40(6) |
| Minnesota [2] | 308.58(1)(7) | South Carolina [2] | 33-47-210(7) |
| Mississippi [1] | 79-17-23 | South Dakota | 47-15-4(6) |
| Mississippi [2] | 79-19-13(g) | Tennessee | 43-16-110 |
| Missouri [2] | 357.020 | Texas [1] | 1396-50.01(8)(b)(8) |
| Nevada [1] | 81.040(5) | Texas [3] | 5744(g) |
| New Hampshire | 301:4(VII) | Utah | 3-1-5(g) |
| New Jersey | 4:13-4(f) | Vermont | 995(7) |
| New Mexico [1] | 53-4-5(8) | Washington [1] | 23.86.050(5) |
| New Mexico [2] | 76-12-7(h) | Washington [2] | 24.32.070(7) |
| New York | 11(8) | West Virginia | 19-4-6(g) |
| North Carolina [1] | 54-113 | Wisconsin | 185.05(1)(f) |
| | | Wyoming | 17-10-105(3)(b) |

Table 8.03.13—Articles of incorporation—contents—description of preferred stock

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-8 | Iowa [3] | 499.40(6)(a) |
| Alabama [2] | 2-10-56 | Kansas [2] | 17-1607(g) |
| Alaska | 10.15.045 | Kentucky [2] | 272.131(7) |
| Arkansas [2] | 77-908(g) | Louisiana [1] | 76(6) |
| Arkansas [3] | 77-1008(g) | Louisiana [2] | 127(6) |
| California [1] | 54081(f) | Maine | 1823(7) |
| California [2] | 12404 | Minnesota [1] | 308.06(2)(3) |
| Colorado [2] | 7-56-109(1)(g) | Minnesota [2] | 308.58(1)(7) |
| District of Columbia | 29-805(8) | Mississippi [1] | 79-17-13 |
| Florida [1] | 618.04(7) | Mississippi [2] | 79-19-13(g) |
| Georgia | 65-203(g) | Nevada [1] | 81.040(5) |
| Hawaii | 421-4(7) | New Hampshire | 301:4(VIII) |
| Idaho | 22-2608(f) | New Jersey | 4:13-4(f) |
| Illinois [1] | 305(f) | New Mexico [1] | 53-4-5(8) |
| Illinois [2] | 447(g) | New Mexico [2] | 76-12-7(h) |
| Indiana | 15-7-1-7(a)(6) | | |

Table 8.03.13—Articles of incorporation—contents—description of preferred stock (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|---------------------|
| New York | 11(8) | Tennessee | 43-16-111 |
| North Carolina | 54-134(7) | Texas [1] | 1396-50.01(8)(b)(8) |
| North Dakota | 10-15-05(6) | Texas [3] | 5744(g) |
| Ohio | 1729.06(F) | Utah | 3-1-5(g) |
| Oklahoma [2] | 361f(h) | Vermont | 995(8) |
| Oregon | 62.510(1)(e) | Virginia [2] | 13.1-316(d) |
| Pennsylvania [2] | 12110(4) | Washington [2] | 24.32.070(7) |
| Rhode Island | 7-7-3(5) | West Virginia | 19-4-6(g) |
| South Carolina [2] | 33-47-210(7) | Wisconsin | 185.05(1)(f) |
| South Dakota | 47-15-4(6) | | |

Table 8.03.14—Articles of incorporation—contents—special stock provisions

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | Preferred stock redeemable or retirable as stated in articles |
| Alabama [2] | 2-10-62 | Preferred stock redeemable or retirable as stated in articles |
| Alaska | 10.15.350(7) | Limitation, if any, on recall of stock must be in articles |
| | 10.15.055 | May restrict transferability of nonmember stock |
| Arkansas [2] | 77-914 | Preferred stock redeemable or retirable as stated in articles |
| Arkansas [3] | 77-1014 | Preferred stock redeemable or retirable as stated in articles |
| California [2] | 12403 | Limitation on ownership of stock must be stated, if any |
| Colorado [2] | 7-56-116(6) | Preferred stock redeemable or retirable as stated in articles |
| District of Columbia | 29-805(10) | Limitation on ownership of stock, required |
| Florida [1] | 618.15 | Preferred stock redeemable or retirable as stated in articles |
| Hawaii | 421-10(b) | Limitation on ownership of stock may be in articles |
| Idaho | 22-2614 | Preferred stock redeemable or retirable as stated in articles |
| Illinois [2] | 454.6 | Preferred stock redeemable or retirable as stated in articles |
| Indiana | 15-7-1-13(c) | Limitations on stock ownership |
| | 15-7-1-13(d) | Limitations on voting stock |
| | 15-7-1-13(h) | Limitation on redeeming common stock; limitation on redeeming preferred stock |
| Iowa [3] | 499.40(6)(a) | What rights, limitations, conditions, restrictions apply |

Table 8.03.14—Articles of incorporation—contents—special stock provisions (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Kansas [2] | 17-1613 | Terms and condition of preferred stock redemption |
| Kentucky [2] | 272.201(7) | Preferred stock redeemable or retirable as stated in articles |
| Louisiana [2] | 133 | Preferred stock redeemable or retirable as stated in articles |
| Maine | 1911(2) | May limit amount of common stock any one member may hold |
| | 1912(5) | Preferred stock redeemable or retirable as stated in articles |
| Maryland | 5-505(b)(2) | May not issue par stock |
| Michigan | 21.102 | Whether stockholders limited to one vote |
| | 21.103 | Restrictions on amount of stock owned |
| | 21.101 | Restrictions on transfer of stock |
| Minnesota [2] | 308.65 | Preferred stock redeemable or retirable as stated in articles |
| Mississippi [1] | 79-17-13 | May limit stock ownership to producers |
| Mississippi [2] | 79-19-25 | Preferred stock redeemable or retirable as stated in articles |
| Nevada [1] | 81.050(2) | Issuance, retirement, and transfer of stock |
| New Mexico [1] | 53-4-5(10) | Maximum amount or percentage of capital owned or controlled by one member |
| North Carolina [2] | 54-148(f) | Preferred stock redeemable or retirable as stated in articles |
| | | |
| North Dakota | 10-15-05(9) | Limitations, if any, on recall of stock must be articles |
| Ohio | 1729.10(H) | Preferred stock redeemable or retirable as stated in articles |
| Oklahoma [2] | 361f(h) | Description of dividends |
| Oregon | 62.510(1)(9) | Limitations, if any, on recall must be in articles |
| Rhode Island | 7-7-6(e) | Transfer, retirement, cancellation of shares or certificates |
| South Carolina | 33-47-620 | Preferred stock redeemable or retirable as stated in articles |
| South Dakota | 47-15-4(9) | Any reservation or right to recall stock must be in articles |
| Tennessee | 43-16-127 | Preferred stock redeemable or retirable as stated in articles |
| Texas [3] | 5750 | Preferred stock redeemable or retirable as stated in articles |
| Utah | 3-1-11(e) | Preferred stock redeemable or retirable as stated in articles |
| Virginia [2] | 13.1-322(h) | Redemption plan set forth in articles or bylaws |
| | 13.1-322(g) | Nonvoting stock redeemed as provided in articles |
| | 13.1-321(b) | May limit amount of voting stock |
| Washington [2] | 24.32.160 | Preferred stock redeemable or retirable as stated in articles |
| West Virginia | 19-4-14 | Preferred stock redeemable or retirable as stated in articles |
| Wisconsin | 185.05(1)(i) | Any reservation of right to recall stock must be in articles |
| | 185.21(2)(b) | May restrict transfer of nonmembership stock |

Table 8.03.15—Articles of incorporation—contents—special membership provisions

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alaska | 10.15.350(4) | Must state membership fee |
| | 10.15.050 | May require members to own stock and may limit transferability |
| | 10.15.350(4) | Transferability restrictions on membership must be in articles |
| | 10.15.350(6) | Transferability of membership stock must be in articles |
| Arkansas [3] | 77-1007(a) | May provide for transferability of membership stock |
| California [2] | 12402(b) | Number, kind, and cost of membership |
| Colorado [1] | 7-55-102(g) | Number and capital subscription of each membership authorized |
| District of Columbia | 29-805(9) | Minimum number of shares owned by qualify for membership |
| Iowa [2] | 498.4 | Amount of membership fee |
| Louisiana [2] | 126 | Terms and conditions for admission, representation at meetings |
| Maine | 1823(9) | May permit transferability of membership stock |
| Minnesota [1] | 308.06(2)(5) | May provide membership transferability must be approved by board |
| Nebraska | 21-1406 | Eligibility terms or conditions, articles or bylaws, transferability |
| Nevada [1] | 81.050 | May provide for transferability of membership stock |
| Nevada [2] | 81.200(1)(f) | Amount which each member must pay on admission |
| New Mexico [1] | 53-4-5(9) | Minimum number of shares required to qualify for membership |
| New York | 40 | Transferability of membership stock limited by law, articles, bylaws |
| North Dakota | 10-15-05(5) | Description of classes of membership stock, if any |
| | 10-15-05(7) | Which classes of stock are membership stock |
| Oregon | 62.510(1)(f) | Limits, if any, on transferability of membership stock |
| | 62.510(1)(d) | Limit, if any, on transferability of membership |
| | 62.510(1)(d) | Must state membership fee |
| Pennsylvania [1] | 12003(VII) | Terms of becoming member |
| | 12113 | Qualification for membership |
| South Dakota | 47-15-4(7) | Which classes of stock are membership stock |
| | 47-15-4-(5) | Designation of classes of members, if any |
| Utah | 3-1-5(i) | Issuance, retirement, transfer of membership and stock may be in articles |
| Virginia [2] | 13.1-316(i) | Issuance, retirement, transfer of membership and stock may be in articles |
| Wisconsin | 185.05(1)(e) | Designation of classes of membership, if any |
| | 185.05(1)(g) | Which classes of stock are membership |

Table 8.03.16—Articles of incorporation—contents—registered agent

| Statute | Section or article | Description |
|---------------|---------------------|---|
| Alaska | 10.15.350(9) | Name and address of initial agent |
| Illinois [1] | 305(b) | Name and address of initial registered agent |
| Indiana | 15-7-1-7(a)(4) | Name and address |
| Maryland | 5-505(a)(5) | Name and address |
| Nebraska [1] | 21-1302(6) | Name and street address |
| Nebraska [2] | 21-1403(7) | Name and street address |
| New Hampshire | 301:4(V) | Name and residence of the clerk |
| New Jersey | 4:13-4(c) | Name of person in charge and upon whom process may be served |
| New York | 11(10) | Designation of Secretary of State as resident agent for process |
| | 11(11) | Name and address of registered agent, if any |
| North Dakota | 10-15-05(11) | Name and address |
| Oregon | 62.510(1)(i) | Name and address of initial agent |
| South Dakota | 47-15-4(11) | Complete address |
| Texas [1] | 1396-50.01(8)(b)(4) | Name and address |
| Utah | 3-1-5(g) | Name and address |
| Vermont | 995(5) | Name and address of the clerk |
| Virginia [2] | 13.1-316(b) | Name and address |
| Wisconsin | 185.05(1)(k) | Address of agent or principal place of business |

Table 8.03.17—Articles of incorporation—contents—miscellaneous provisions

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alaska | 10.15.350(1) | Statement that organization is a cooperative |
| California [1] | 54081(e) | If voting power is unequal, must be stated in articles |
| California [2] | 12405 | May provide for unequal voting in central organization |
| District of Columbia | 29-805(7) | Number of shares of memberships subscribed for |
| Iowa [2] | 498.4, 21 | Limitations which members may place on their liability |
| Iowa [3] | 499.20 | May permit and regulate voluntary withdrawal |
| Louisiana [2] | 132 | Election of officers and agents, special qualifications |
| Maine | 1875 | Member referendum |
| Massachusetts [3] | 14 | Products handled by association |
| Minnesota [1] | 308.06(2)(8) | Distribution of net income, required |
| | 308.06(2)(3) | Only common stockholders shall have voting powers, required |
| | 308.06(2)(4) | Voting on common stock restricted to one vote, required |
| | 308.06(2)(6) | Dividends not to exceed 6 percent, required |
| Montana [2] | 35-16-202 | Assessed valuation of land; basis for membership; bond |
| Nebraska [1] | 21-1302(3) | Must provide for distribution of net earnings |
| | 21-1302(4) | Articles or bylaws must give detailed description of distribution |
| | 21-1302(2) | Must specify dividends on capital stock |
| Nevada [1] | 81.080(2) | May allow board to adopt bylaws |
| Nevada [3] | 81.470(2) | May allow board to adopt bylaws |
| New Mexico [2] | 76-12-7(h) | Dividends to which each share is entitled |

Table 8.03.17—Articles of incorporation—contents—miscellaneous provisions (continued)

| Statute | Section or article | Description |
|------------------|--------------------|---|
| New York | 70(1) | May obligate members to sell all or part of product through association |
| | 70(2) | May fix sum for liquidated damages |
| | 11(9) | Statement about subscribers (see text) |
| | 46 | If voting is proportionate, method must be stated |
| North Dakota | 10-15-05(8) | Rate of dividend on each class of stock |
| Oregon | 62.510(1)(a) | Statement that organization is a cooperative |
| | 62.325 | May require greater voting proportion than statute |
| Pennsylvania [1] | 12003(VIII) | On what days regular meetings are to be held |
| Rhode Island | 7-7-3 | Incorporators must recite that they desire to incorporate |
| South Dakota | 47-15-4(8) | Rate of dividend for each class of stock, or board discretion |
| Vermont | 995(9) | Shall provide voting in person or alternate only |
| Virginia [1] | 13.1-307 | May prohibit membership if person not member of affiliated corporation |
| West Virginia | 185.45(4) | May provide for allocation to reserves |
| | 185.45(3) | May provide that net proceeds are income to association, not members |
| | 185.05(1)(a) | Statement that organization is a cooperative |
| | 185.05(1)(h) | Rate of dividend on each class of stock |

Table 8.03.18—Articles of incorporation—contents—other provisions

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Alaska | 10.15.355 | Powers need not be enumerated, bylaw type provisions |
| Florida [1] | 618.04(8)(a) | Other provisions consistent with law, topics listed |
| Georgia | 65-203 | Other provisions consistent with law, topics listed |
| Illinois [1] | 305(j) | Any provision not inconsistent with law |
| Illinois [2] | 447(h) | Other provisions consistent with law, topics listed |
| Indiana | 17-7-1-7 | Other provisions consistent with law |
| Kentucky [2] | 272.131(8) | Other provisions consistent with law, topics listed |
| Maine | 1823(9) | Other provisions consistent with law |
| Michigan | 21.102 | Provisions for government and regulation of association |
| Minnesota [1] | 308.06(2) | Other lawful provisions |
| Mississippi [1] | 79-17-25 | Other provisions consistent with law |
| Nebraska [1] | 21-1303 | Provisions for management and regulation |
| Nebraska [2] | 21-1403 | Other provisions consistent with law, topics listed |
| Nevada [1] | 81.050 | Other provisions consistent with law, topics listed |
| New Jersey | 4:13-4(h) | Provisions consistent with law |
| New Mexico [1] | 53-4-5 | Provisions not inconsistent with statute |
| New Mexico [2] | 76-12-7(i) | Other provisions consistent with law, topics listed |
| North Carolina [2] | 54-134 | Other provisions consistent with law, topics listed |
| North Dakota | 10-15-06 | Powers need not be enumerated, bylaw type provisions |
| Oklahoma [1] | 334(f) | Other provisions not inconsistent with law |

Table 8.03.18—Articles of incorporation—contents—other provisions (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Oklahoma [2] | 361f(i) | Other provisions consistent with law, topics listed |
| Oregon | 62.510(2) | Powers need not be enumerated, bylaw type provisions |
| Pennsylvania [1] | 12003(IX) | Other matters not repugnant to law, necessary and proper |
| Pennsylvania [2] | 12110(8) | Any other provisions consistent with law |
| Rhode Island | 7-7-3(6) | Other provisions consistent with law, topics listed |
| South Carolina [1] | 33-45-40(7) | Other matters it may be desirable to set forth |
| South Carolina [2] | 33-47-210(7) | Other provisions consistent with law, topics listed |
| South Dakota | 47-15-5 | Powers need not be enumerated, bylaw type provisions |
| Texas [1] | 1396-50.01(8)(c) | Other provisions for the conduct of association's affairs |
| Utah | 3-1-5(i) | Other provisions for conduct of affairs |
| Vermont | 995(10) | Other provisions consistent with law, topics listed |
| Virginia [2] | 13.1-316(i) | Other provisions for conduct of affairs |
| West Virginia | 19-4-6(h) | Any provision for management of business |
| Wisconsin | 185.05(2) | Powers need not be enumerated, bylaw type provisions |

Table 8.04.01—Articles of incorporation—amendment—generally

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-------------------|--------------------|
| STANDARD | 883f-9 | Idaho | 22-2609 |
| Alabama [2] | 2-10-57 | Illinois [1] | 312 |
| Alabama [3] | 2-10-92 | Illinois [2] | 448 |
| Alaska | 10.15.365 | Indiana | 15-7-1-8 |
| Arizona | 10-704(c) | Iowa [1] | 497.8 |
| Arkansas [2] | 77-909 | Iowa [2] | 498.7 |
| Arkansas [3] | 77-1009 | Iowa [3] | 499.41 |
| California [1] | 54083 | Kansas [2] | 17-1608 |
| California [2] | 12900 | Kentucky [2] | 272.141 |
| Colorado [1] | 7-55-109 | Louisiana [1] | 77 |
| Colorado [2] | 7-56-110 | Louisiana [2] | 128 |
| Connecticut [2] | 33-211 | Maine | 1825 |
| Delaware | 8512 | Maryland | 5-506 |
| District of Columbia | 29-807 | Massachusetts [3] | 15 |
| Florida [1] | 618.05 | Michigan | 21-104 |
| Florida [2] | 619.05 | Minnesota [1] | 308.15 |
| Georgia | 65-204 | Minnesota [2] | 308.59 |
| Hawaii | 421-7 | Mississippi [1] | 79-17-13 |

Table 8.04-01—Articles of incorporation—amendment—generally (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Mississippi [2] | 79-19-15 | Oklahoma [2] | 361h |
| Missouri [1] | 274.080 | Oregon | 62.555 |
| Missouri [2] | 357.030 | | |
| Montana [1] | 35-15-205 | Pennsylvania [1] | 12020 |
| Montana [3] | 35-17-203 | Pennsylvania [2] | 12120 |
| Nebraska [2] | 21-1409 | Rhode Island | 7-7-15 |
| | | South Carolina [2] | 33-47-240 |
| Nevada [1] | 81.070 | South Dakota | 47-15-8 |
| Nevada [2] | 81.210 | | |
| Nevada [3] | 81.460 | Tennessee | 43-15-113 |
| New Hampshire | 301:5 | Texas [1] | 1396-50.01(1) |
| New Jersey | 4:13-8 | Texas [3] | 5745 |
| | | Utah | 3-1-7 |
| New Mexico [1] | 53-4-7 | Vermont | 996 |
| New Mexico [2] | 76-12-9 | | |
| New York | 12 | Virginia [1] | 13.1-301.1 |
| North Carolina [1] | 54-125 | Virginia [2] | 13.1-318 |
| North Carolina [2] | 54-135 | Washington [1] | 23.86.090 |
| | | Washington [2] | 24.32.080 |
| North Dakota | 10-15-37 | West Virginia | 19-4-7 |
| Ohio | 1729.07 | | |
| Oklahoma [1] | 335 | Wisconsin | 185.51 |
| | | Wyoming | 17-10-107 |

Table 8.04.02—Articles of incorporation—amendment—initiation

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-9 | Approved by two-thirds of directors |
| Alabama [2] | 2-10-57 | Similar to Standard Act |
| Alabama [3] | 2-10-92 | Similar to Standard Act |
| Alaska | 10.15.370(1) | Board must adopt resolution stating amendment |
| Colorado [1] | 7-55-109 | Similar to Standard Act |
| Colorado [2] | 7-56-110 | Similar to Standard Act |
| District of Columbia | 29-807 | Two-thirds of directors or petition of one-tenth of members |
| Florida [1] | 618.05 | Similar to Standard Act |
| Georgia | 65-204 | Similar to Standard Act |
| Idaho | 22-2609 | Similar to Standard Act |
| Illinois [2] | 448 | Similar to Standard Act |
| Kansas [2] | 17-1608 | Similar to Standard Act |
| Kentucky [2] | 272.141(1) | Similar to Standard Act |
| Louisiana [1] | 77 | Similar to Standard Act |
| Louisiana [2] | 128 | Similar to Standard Act |
| Minnesota [1] | 308.15(1) | Resolution first adopted by majority vote of board |

Table 8.04.02—Articles of incorporation—amendment—initiation (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Minnesota [2] | 308.59 | Similar to Standard Act |
| Mississippi [2] | 79-19-15 | Similar to Standard Act |
| Missouri [1] | 274.080 | Similar to Standard Act |
| Montana [1] | 35-15-205 | Similar to Standard Act |
| Montana [3] | 35-17-203 | Similar to Standard Act |
| Nebraska [2] | 21-1410 | Similar to Standard Act |
| New Jersey | 4-13-8 | Similar to Standard Act |
| New Mexico [1] | 53-4-7 | Two-thirds of directors or petition of one-tenth of members |
| New Mexico [2] | 76-12-9 | Similar to Standard Act |
| North Carolina [2] | 54-135(b) | Similar to Standard Act |
| Ohio | 1729.07 | Similar to Standard Act |
| Oklahoma [1] | 335 | Similar to Standard Act |
| Oklahoma [2] | 361h | Similar to Standard Act |
| Oregon | 62.555(2)(a) | Board must adopt resolution stating amendment |
| Rhode Island | 7-7-15 | Similar to Standard Act |
| South Carolina [2] | 33-47-240 | Similar to Standard Act |
| Tennessee | 43-16-113 | Similar to Standard Act |
| Texas [1] | 1396-50.01(10)(a) | Proposed by two-thirds vote of board or member petition |
| Texas [3] | 5745 | Similar to Standard Act |

| | | |
|----------------|-----------|--|
| Vermont | 996 | Similar to Standard Act |
| Washington [2] | 24.32.080 | Must be approved by majority of directors |
| West Virginia | 19-4-7 | Similar to Standard Act |
| Wyoming | 17-10-107 | Majority of directors may adopt resolution |

Table 8.04.03—Articles of incorporation—amendment—membership meeting

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| STANDARD | 883f-9 | Any regular meeting or any special meeting called for that purpose |
| Alabama [2] | 2-10-57 | Similar to Standard Act |
| Alabama [3] | 2-10-92 | Similar to Standard Act |
| Alaska | 10.15.370 | Similar to Standard Act |
| Arizona | 10-704(c) | Similar to Standard Act |
| Arkansas [2] | 77-909 | Similar to Standard Act |
| Arkansas [3] | 77-1009 | Similar to Standard Act |
| Colorado [1] | 7-55-109 | Regular or special meeting, no purpose term |
| Colorado [2] | 7-56-110 | Similar to Standard Act |
| Connecticut [2] | 33-211 | May be by mail vote |
| Delaware | 8512 | Similar to Standard Act |
| Florida [1] | 618.05 | Similar to Standard Act |
| Florida [2] | 619.05 | Similar to Standard Act |

Table 8.04.03—Articles of incorporation—amendment—membership meeting (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Georgia | 65-204 | Similar to Standard Act |
| Hawaii | 421-7(a) | Similar to Standard Act |
| Idaho | 22-2609 | Similar to Standard Act |
| Illinois [1] | 312 | Similar to Standard Act |
| Illinois [2] | 448 | Similar to Standard Act |
| Iowa [1] | 497.8 | Similar to Standard Act |
| Iowa [3] | 499.41 | Similar to Standard Act |
| Kansas [2] | 17-1608 | Similar to Standard Act |
| Kentucky [2] | 272.141(1) | Similar to Standard Act, no special purpose term |
| Louisiana [1] | 77 | Similar to Standard Act |
| Louisiana [2] | 128 | Similar to Standard Act |
| Maine | 1825(1) | Similar to Standard Act |
| Massachusetts [3] | 15 | Meeting or vote by mail |
| Michigan | 21.104 | Vote at next annual meeting |
| Minnesota [1] | 308.15(1) | Meeting or vote by mail |
| Minnesota [2] | 308.59 | Similar to Standard Act |
| Mississippi [1] | 79-17-13 | At any meeting duly called |
| Mississippi [2] | 79-19-15 | Similar to Standard Act, no special purpose term |
| Missouri [1] | 274.080 | Similar to Standard Act |
| Missouri [2] | 357.030 | Similar to Standard Act |
| Montana [1] | 35-15-205 | Similar to Standard Act |
| Montana [3] | 35-17-203 | Similar to Standard Act |
| Nebraska [2] | 21-1409 | Meeting at which amendment is submitted |
| Nevada [2] | 81.210(1) | Special election called for that purpose |
| New Hampshire | 301:5 | Similar to Standard Act |
| New Jersey | 4:13-8 | Similar to Standard Act |
| New Mexico [1] | 53-4-7 | Meeting generally |
| New Mexico [2] | 76-12-9 | Similar to Standard Act |
| New York | 12 | Regular, special, or convention meeting |
| North Carolina [1] | 54-125 | Similar to Standard Act |
| North Carolina [2] | 54-135 | Similar to Standard Act, no special purpose term |
| North Dakota | 10-15-37 | Any member meeting |
| Ohio | 1729.07 | Similar to Standard Act |
| Oklahoma [1] | 335 | Similar to Standard Act |
| Oklahoma [2] | 361h | Similar to Standard Act |
| Oregon | 62.555(2)(a) | Similar to Standard Act, no special purpose term |
| Pennsylvania [1] | 12020 | Special meeting called for such purpose |
| Pennsylvania [2] | 12120(a) | Similar to Standard Act |

Table 8.04.03—Articles of incorporation—amendment—membership meeting (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---------------------------------|
| Rhode Island | 7-7-15 | Vote or written assent |
| South Carolina [2] | 33-47-240 | Similar to Standard Act |
| South Dakota | 47-15-8 | Any member meeting |
| Texas [3] | 5745 | Similar to Standard Act |
| Utah | 3-1-7(a) | Similar to Standard Act |
| Vermont | 996 | Similar to Standard Act |
| Virginia [1] | 13.1-301.1 | Similar to Standard Act |
| Virginia [2] | 13.1-318 | Similar to Standard Act |
| Washington [1] | 23.86.090 | Similar to Standard Act |
| Washington [2] | 24.32.080 | Similar to Standard Act |
| West Virginia | 19-4-7 | Similar to Standard Act |
| Wisconsin | 185.5(1) | Any meeting |
| Wyoming | 17-10-107 | Meeting, vote by mail permitted |

Table 8.04.04—Articles of incorporation—amendment—notice and quorum requirements

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alabama [2] | 2-10-57 | Quorum required |
| Alabama [3] | 2-10-92 | Quorum required |
| Alaska | 10.15.370 | Notice, amendment or summary of changes with notice |
| Arizona | 10-704(c) | Notice of proposed change, 30 days |
| Arkansas [3] | 77-1010(2) | Detailed specification of quorum requirements (see text) |
| Colorado [1] | 7-55-109 | Notice and copy mailed 10 days prior to meeting |
| Delaware | 8512 | Due notice of time, place and object of meeting |
| District of Columbia | 29-807 | 30 day notice, full text of amendment and articles changed |
| Florida [1] | 618.05 | Notice shall have been given |
| Georgia | 65-204 | Notice shall have been given |
| Hawaii | 421-7(a) | Written or printed notice delivered or mailed 30 days prior |
| Idaho | 22-2609 | Quorum specified in bylaws |
| Illinois [1] | 312 | 10 days notice required for special meeting |
| Iowa [1] | 497.8 | 10 days notice |
| Iowa [3] | 499.41 | Copy or summary of amendment 10 days before meeting |
| Kansas [2] | 17-1608 | Notice by first class mail 10 days prior |
| Kentucky [2] | 272.141(1) | Written or printed notice of amendment or summary |
| Maine | 1825(1) | Written or printed notice delivered or mailed 10 days prior |
| Minnesota [2] | 308.15(1) | Notice by mail or publication; quorum required |
| Minnesota [2] | 308.59 | 10 days notice, copy of amendment, quorum |

Table 8.04.04—Articles of incorporation—amendment—notice and quorum requirements (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [1] | 79-17-13 | 15 days notice, statement of substance of proposed amendment |
| Mississippi [2] | 79-19-15 | 15 days notice by mail or delivery, amendment |
| Missouri [2] | 357.030 | 60 days written notice by mail |
| Nevada [2] | 81.210(1) | Notice as provided in bylaws for election of directors |
| New Hampshire | 301:5 | 30 days written or printed notice, delivered or mailed |
| New Jersey | 4:13-8 | 10 days notice |
| New Mexico [1] | 53-4-7 | 30 days notice, full text of proposed and portion amended |
| New York | 12 | 20 days notice of amendment and time and place of meeting |
| North Carolina [1] | 54-125 | 10 days notice |
| North Carolina [2] | 54-135 | Notice as in bylaws, text or summary of amendment |
| North Dakota | 10-15-37 | Statement of nature of amendment in notice of meeting |
| Oklahoma [1] | 335 | Notice as in bylaws, notice to recite amendment |
| Oregon | 62.555(2)(b) | Written or printed notice, amendment or summary |
| Pennsylvania [1] | 12020 | Notice, proposed amendment to be set out fully and clearly |
| Pennsylvania [2] | 12120(c) | 15 days notice, copy of amendment, statement of purpose and effect |
| South Carolina [2] | 33-47-240 | Notice of proposed amendment, quorum required |
| South Dakota | 47-15-8 | Statement of proposed amendment |
| Texas [1] | 1396-50.01(10)(a) | Notice and amendment mailed or posted 30 days prior |
| Utah | 3-1-7(a) | Notice of proposed amendment and time and place of meeting, publication |
| Virginia [1] | 13.1-301.1 | 10 days notice |
| Virginia [2] | 13.1-318 | 10 days notice |
| Washington [1] | 23.86.090 | 20 days written notice |
| Washington [2] | 24.32.080 | Notice of proposed amendment |
| Wisconsin | 185.51(1) | Notice of proposed amendment |
| Wyoming | 17-10-107 | 20 days notice with text of full amendment and amended parts, quorum |

Table 8.04.05—Articles of incorporation—amendment—membership approval

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-9 | Majority of all the members of the association |
| Alabama [2] | 2-10-57 | Two-thirds of members present and voting at meeting |
| Alabama [3] | 2-10-92 | Two-thirds of members present and voting at meeting |
| Alaska | 10.15.370(3) | Majority of member votes cast |
| Arizona | 10-704(c) | Majority of active members of association |
| California [2] | 12900 | Vote or written consent representing three-fourths of voting power |
| Colorado [1] | 7-55-109 | Majority of members or stockholders present or voting by mail |
| Colorado [2] | 7-56-110 | Majority of votes cast in person or by mail ballot |
| Connecticut [2] | 33-211 | Three-fourths members present and voting or three-fourths mail vote |
| Delaware | 8512 | Two-thirds of all common shareholders or representative council |
| District of Columbia | 29-807 | Two-thirds of members voting |

Table 8.04.05—Articles of incorporation—amendment—membership approval (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Florida [1] | 618.05 | Majority of members attending meeting |
| Florida [2] | 619.05(1) | Two-thirds vote of all its members |
| Georgia | 65-204 | Majority of members attending meeting |
| Hawaii | 421-7(a) | Two-thirds of members voting, special rules for patronage voting |
| Idaho | 22-2609 | Two-thirds of members present at meeting |
| Illinois [1] | 312 | Two-thirds vote of shareholders |
| Illinois [2] | 448 | Vote or written consent by maj. of all members, two-thirds if without director approval |
| Indiana | 15-7-1-8 | Majority of members; or if unequal voting, majority of votes cast |
| Iowa [3] | 499.41 | Two-thirds voting in person or by mail, articles or bylaws may modify |
| Kansas [2] | 17-1608 | Majority of members or two-thirds of members voting at meeting |
| Kentucky [2] | 272.141(1) | Majority of members present or by proxy, if permitted |
| Louisiana [1] | 77 | Majority of all members |
| Louisiana [2] | 128 | Majority of all members, articles or bylaws may require more |
| Maine | 1825(1) | Two-thirds of members voting, special rules for patronage voting |
| Massachusetts [2] | 4 | For delegate voting, two-thirds delegates eligible to vote |
| Massachusetts [3] | 15 | Three-fourths members present and voting, special mail rules (see text) |
| Michigan | 21.104 | Vote at annual meeting |
| Minnesota [1] | 308.15(1) | Majority vote of meeting or by mail if allowed |
| Minnesota [2] | 308.59 | Majority of members present at meeting |
| Mississippi [1] | 79-17-13 | Majority of members present at meeting |
| Mississippi [2] | 79-19-15 | Majority of members present at meeting |
| Missouri [1] | 274.080 | Majority of members voting thereon |
| Missouri [2] | 357.030 | Majority of shareholders at meeting |
| Montana [1] | 35-15-201 | Two-thirds of members voting thereon |
| Montana [3] | 35-17-203 | Majority of members |
| Nebraska [2] | 21-1409 | Majority of members or their representatives |
| Nevada [2] | 81.210(1) | Two-thirds of members present at special election |
| New Hampshire | 301:5 | Two-thirds of members at meeting, special patronage rules (see text) |
| New Jersey | 4:13-8 | Majority of members or their delegates present and voting |
| New Mexico [1] | 53-4-7 | Two-thirds of members voting |
| New Mexico [2] | 76-12-9 | Two-thirds vote of members present at meeting |
| New York | 12 | Two-thirds of members voting, special patronage rules (see text) |
| North Carolina [1] | 54-125 | Majority vote of stockholders |
| North Carolina [2] | 54-135(b) | Majority of members present or represented by proxy |
| North Dakota | 10-15-37 | Majority of member votes cast |
| Ohio | 1729.07 | Majority of all members |
| Oklahoma [2] | 361h | Two-thirds of members voting |
| Oregon | 62.555(2)(c) | Majority of member votes cast |
| Pennsylvania [1] | 12020 | Majority of members present at special meeting |
| Pennsylvania [2] | 12120(a) | Two thirds of members or delegates voting, person, mail, proxy |

Table 8.04.05—Articles of incorporation—amendment—membership approval (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Rhode Island | 7-7-15 | Majority of members vote on written assent |
| South Carolina [2] | 33-47-240 | Majority of the quorum |
| South Dakota. | 47-15-8 | Two-thirds of quorum of meeting |
| Tennessee | 43-16-113 | Majority of all members |
| Texas [1] | 1396-50.01(10)(a) | Two-thirds of members voting |
| Texas [3] | 5745 | Majority of all members |
| Utah | 3-1-7(a) | Majority of members voting thereon |
| Vermont | 996 | Two-thirds of members voting |
| Virginia [1] | 13.1-301.1 | Two-thirds of members voting |
| Virginia [2] | 13.1-318 | Two-thirds of members voting |
| Washington [1] | 23.86.090 | Majority of stockholders |
| Washington [2] | 24.32.080 | Two-thirds of members voting, at least 25 percent must vote |
| West Virginia | 19-4-7 | Majority of all members |
| Wisconsin | 185.51(2) | Two-thirds of member votes |
| Wyoming | 17-10-107 | Majority vote of members where quorum present |

Table 8.04.06—Articles of incorporation—amendment—special member voting

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-8(f) | For member property rights change, three-fourths member vote (see text) |
| Arkansas [2] | 77-908 | Similar to Standard Act |
| Colorado [2] | 7-56-109(f) | Similar to Standard Act |
| District of Columbia | 29-807 | Similar to Standard Act except two-thirds majority |
| Florida [1] | 618.04(6) | Similar to Standard Act |
| Florida [2] | 619.04(6) | Unanimous vote for property and voting rights change |
| Georgia | 65-203(f) | Similar to Standard Act |
| Idaho | 22-2608(e) | Similar to Standard Act except simple majority |
| Illinois [2] | 447(f) | Similar to Standard Act |
| Kansas [2] | 17-1607(f) | Similar to Standard Act |
| Kentucky [2] | 272.131(6) | Similar to Standard Act, proxy vote permitted, two-thirds vote |
| Maryland | 5-506(1) | In person or by mail, two thirds of all members or two-thirds of class affected |
| Mississippi [2] | 79-19-13(f) | Similar to Standard Act |
| Missouri [1] | 274.070(1)(6) | Similar to Standard Act |
| Montana [3] | 35-17-202 | Similar to Standard Act |
| New Hampshire | 301:4(VI) | Similar to Standard Act |
| North Carolina [2] | 54-134(6) | Similar to Standard Act |
| Ohio | 1729.06(E) | Similar to Standard Act except two-thirds majority |

Table 8.04.06—Articles of incorporation—amendment—special member voting (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| South Carolina [2] | 33-47-250 | Similar to Standard Act |
| Tennessee | 43-16-110 | Similar to Standard Act |
| Texas [3] | 5744(f) | Similar to Standard Act |
| Vermont | 995(6) | Similar to Standard Act |
| Washington [2] | 24.32.070(6) | Similar to Standard Act, two-thirds majority, one-fourth must vote |
| West Virginia | 19-4-6(f) | Similar to Standard Act |
| Wyoming | 17-10-105(3)(a) | Similar to Standard Act |

Table 8.04.07—Articles of incorporation—amendment—nonmember voting

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.375 | Nonvoting shareholder may vote if amendment affects interests (see text) |
| District of Columbia | 29-807 | If preferences altered, two-thirds owner approval required |
| Hawaii | 421-7(a) | If preferences altered, two-thirds preferred shareholders written consent required |
| Maine | 1825(1) | If preferences altered, two-thirds preferred shareholders consent required |
| New Hampshire | 301:5 | If preferences altered, written consent of two-thirds outstanding shares |
| New Mexico [1] | 53-4-7 | If preferences altered, vote of two-thirds owners of that stock |
| New York | 12 | If preferences altered, two-thirds approval, redemption rights |
| Oregon | 62.560 | Nonvoting shareholders may vote if amendment affects interests |

| | | |
|------------------|-----------------|---|
| Pennsylvania [2] | 12120(a) | If preferences altered, written consent of two-thirds stockholders |
| Utah | 3-1-7(a), 11(e) | If preferences altered, written consent of majority of stockholders |
| Virginia [1] | 13.1-301.1 | If preferences altered, written consent of two-thirds such stockholders |
| Virginia [2] | 13.1-318 | If preferences altered, written consent of two-thirds such stockholders |
| Wisconsin | 185.52 | Nonvoting shareholder may vote if amendment affects interests |

Table 8.04.08—Articles of incorporation—amendment—special rules

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| California [1] | 54083 | Amendment rules to follow those for general corporations |
| California [2] | 12900 | Amendment rules to follow those for general corporations |
| District of Columbia | 29-807 | May not reduce paid-up capital stock below level at amendment |
| Illinois [1] | 312 | May not reduce paid-up capital stock below level at amendment, par value minimum |
| Iowa [1] | 497.8 | May not reduce paid-up capital stock below level at amendment |
| Kentucky [2] | 272.141(2) | Assoc. existence amendment may be adopted by two-thirds voting board members |
| Maryland | 5-506 | General corporation rules to apply |
| Massachusetts [3] | 15 | General corporation rules to apply |
| Minnesota [1] | 308.061 | May amend article to provide perpetual or limited existence |
| Mississippi [1] | 79-17-13 | Same procedure as for adoption, with exceptions |
| Missouri [2] | 357.030 | May not reduce capital stock below paid-up level at amendment |
| Nevada [1] | 81.070 | May make any amendment not inconsistent with statute |

Table 8.04.08—Articles of incorporation—amendment—special rules (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Nevada [3] | 81.460 | May make any amendment not inconsistent with statute |
| New Mexico [1] | 53-47 | May not reduce capital stock below paid-up level at amendment |
| North Carolina [1] | 54-125 | May not reduce capital stock below paid-up level at amendment |
| North Dakota | 10-15-38(4) | Two year objection limit |
| | 10-15-38(3) | Cause of action not limited |
| | 10-15-40 | Bankruptcy may modify |
| | 10-15-39 | May restate articles |
| Oregon | 62.565(3), 570 | Cause of action not affected, may restate articles |
| Pennsylvania [2] | 12120(a) | May amend for any lawful purpose |
| South Dakota | 47-15-12 | 2-year objection limit |
| | 47-15-11 | Cause of action not limited |
| | 47-15-13 | Bankruptcy may modify |
| | 47-15-15 | May restate articles |
| Vermont | 995(9) | Required limit on proxy voting not subject to amendment |
| Washington [1] | 23.86.090 | May not reduce capital stock below paid-up level at amendment |
| Wisconsin | 185.53(4) | 2-year objection limit |
| | 185.53(3) | Cause of action not limited |
| | 185.55 | Bankruptcy may modify |
| | 185.54 | May restate articles |
| Wyoming | 17-10-107 | May not amend articles inconsistent with association purposes |

Table 8.04.09—Articles of incorporation—amendment—execution and filing

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [2] | 2-10-57 | Filing requirement |
| Alabama [3] | 2-10-92 | Filing requirement |
| Alaska | 10.15.385 | Filing requirement |
| | 10.15.380 | Detailed information in filed document, verification procedure |
| Arizona | 10-704(c) | Filing requirement |
| Colorado [1] | 7-55-109 | Filing requirement, signed by president or vice president, attested |
| Colorado [2] | 7-56-110 | Filing requirement |
| Connecticut [2] | 33-211 | Filing requirement, attested |
| Delaware | 8512 | Filing requirement, signed by not less than 3 directors |
| District of Columbia | 29-807 | Verified by president and secretary, filing requirement |
| Florida [1] | 618.05 | Filing requirement, president or vice president must execute and acknowledge |
| Florida [2] | 619.05(2) | Executed by president or vice president, verified by secretary, filed |
| Georgia | 65-204 | Filing requirement, general corporation law |
| Hawaii | 421-7(b) | Executed by president or vice president, and secretary, filed as articles |
| Idaho | 22-2609 | Filing requirement |
| Illinois [1] | 312 | Filing requirement |
| Illinois [2] | 448 | Filing requirement |
| Iowa [1] | 497.9 | Recorded within 30 days after adoption |
| Iowa [2] | 498.7 | Recorded within 30 days after adoption |

Table 8.04.09—Articles of incorporation—amendment—execution and filing

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Kentucky [2] | 272.141(3)(e) | Filing requirement |
| Louisiana [1] | 77 | Filing requirement |
| Louisiana [2] | 128 | Filing requirement |
| Maine | 1825(2) | Executed by pres. or v. pres., and secretary or treasurer, filing requirement |
| Minnesota [1] | 308.15(1), (3) | Filing requirement, signed and acknowledged |
| Minnesota [2] | 308.59 | Filing requirement, signed and acknowledged |
| Mississippi [1] | 79-17-13 | Filing requirement, signed by 2 executive officers |
| Mississippi [2] | 79-19-15 | Filing requirement, certified by president or secretary |
| Missouri [1] | 274.080 | Filing requirement |
| Missouri [2] | 357.030 | Filing requirement |
| Montana [1] | 35-15-205 | Filing requirement, executed and acknowledged |
| Montana [3] | 35-17-203 | Filing requirement, executed and acknowledged |
| Nebraska [2] | 21-1404 | Filing requirement |
| Nevada [2] | 81.210(2) | Filing requirement |
| New Hampshire | 301:5 | Filing requirement |
| New Jersey | 4:13-8 | Filing requirement |
| New Mexico [1] | 53-4-7 | Filing requirement, verified by president, secretary |
| New Mexico [2] | 76-12-9 | Filing requirement |
| New York | 12 | Affidavit affirming proper votes, filing requirement, acknowledged |
| North Carolina [1] | 54-125 | Filing requirement |
| North Carolina [2] | 54-135(c) | Detailed information in filed document, filed as business corporation law |
| North Dakota | 10-15-38 | Detailed information in filed document, verification procedure, filing |
| Ohio | 1729.07 | Filing requirement |
| Oklahoma [1] | 335 | Filing requirement, signed, acknowledged by at least 3 directors |
| Oklahoma [2] | 361i | Filing requirement |
| Oregon | 62.565 | Detailed information in filed document, verification procedure, filing |
| Pennsylvania [1] | 12020 | Filing requirement |
| Pennsylvania [2] | 12120(a) | Signed by two officers, filing requirement |
| Rhode Island | 7-7-15 | Filing requirement, signed and sworn |
| South Carolina [2] | 33-47-240 | Filing requirement |
| South Dakota | 47-15-9, 10 | Detailed information in filed documents, verification provided, filing |
| Texas [1] | 1396-50.01(10)(b) | Filing requirement, verified |
| Texas [2] | 2517 | Filing requirement |
| Texas [3] | 5745 | Filing requirement |
| Utah | 3-1-7(b) | Executed by president or vice president, verified filed like articles |
| Vermont | 996 | Filing requirement |
| Virginia [1] | 13.1-301.1 | Triplicate originals, signed and acknowledged, filing requirement |

Table 8.04.09—Articles of incorporation—amendment—execution and filing (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Virginia [2] | 13.1-318 | Triplicate originals, signed and acknowledged, filing requirement |
| Washington [1] | 23.86.090 | Filing requirement |
| Washington [2] | 24.32.080 | Filing requirement |
| West Virginia | 19-4-7 | Filing requirement |
| Wisconsin | 185.53 | Signed by pres. or v. pres., and sec. or asst. sec., sealed, filed |
| Wyoming | 17-10-107 | Directors must sign, corporate laws apply, filing requirement |

Table 9.01—Bylaws—requirement

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10 | Association must adopt bylaws within 30 days of incorporation |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Alabama [3] | 2-10-93 | Similar to Standard Act |
| Alaska | 10.15.015 | Board shall adopt the initial bylaws |
| Arizona | 10-706(A) | Similar to Standard Act |
| Arkansas [1] | 64-1514 | Association may pass bylaws to govern itself |
| Arkansas [2] | 77-910 | Similar to Standard Act |
| Arkansas [3] | 77-1010 | Similar to Standard Act, without time limit |
| California [1] | 54111 | Similar to Standard Act |
| California [2] | 12450 | Shall adopt bylaws before doing business |
| Colorado [1] | 7-55-103 | Similar to Standard Act |
| Colorado [2] | 7-56-111 | Similar to Standard Act |
| Colorado [3] | 7-57-103 | Similar to Standard Act |
| Connecticut [1] | 33-186 | Association may make its own bylaws |
| Delaware | 8509 | Similar to Standard Act |
| District of Columbia | 29-808 | Shall be adopted by stated majority of members |
| Florida [1] | 618.09 | Shall adopt bylaws for government and management |
| Florida [2] | 619.06 | Similar to Standard Act |
| Georgia | 65-207 | Similar to Standard Act |
| Hawaii | 421-8 | Similar to Standard Act |
| Idaho | 22-2610 | Similar to Standard Act |

Table 9.01—Bylaws—requirement (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Illinois [2] | 449 | Similar to Standard Act |
| Indiana | 15-7-1-9 | Similar to Standard Act |
| Iowa [3] | 499.46 | Directors may adopt bylaws |
| Kansas [1] | 17-1512 | Cooperative shall formulate bylaws |
| Kansas [2] | 17-1609 | Similar to Standard Act |
| Kentucky [2] | 272.151(1) | Similar to Standard Act |
| Louisiana [1] | 78 | Similar to Standard Act |
| Louisiana [2] | 129 | Similar to Standard Act |
| Maine | 1826 | Members may adopt bylaws |
| Maryland | 5-511(a) | Similar to Standard Act |
| Mississippi [1] | 79-17-15 | Majority of organizing members named in articles may adopt |
| Mississippi [2] | 79-19-17 | Similar to Standard Act |
| Missouri [1] | 274.090(1) | Similar to Standard Act |
| Montana [2] | 35-16-206 | Must adopt a code of bylaws |
| Montana [3] | 35-17-206 | Similar to Standard Act |
| Nebraska [1] | 21-1303 | Every association shall have power to adopt bylaws |
| Nebraska [2] | 21-1405(1) | Shall have power to adopt bylaws |
| Nevada [1] | 81.080(1) | Similar to Standard Act, within month of filing articles |
| Nevada [2] | 81.230(1) | Similar to Standard Act, within forty days |
| Nevada [3] | 81.470(1) | Must adopt bylaws within 1 month of filing articles |
| New Hampshire | 301:10 | Similar to Standard Act |
| New Jersey | 4:13-18 | Shall be adopted at initial meeting |
| New Mexico [1] | 53-4-4(4) | Association has power to adopt bylaws |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(h) | Association has power to adopt bylaws |
| North Carolina [1] | 54-116 | Shall make bylaws at time articles are made |
| North Carolina [2] | 54-136 | Similar to Standard Act |
| North Dakota | 10-15-09 | Initial bylaws "may be adopted" by temporary board |
| Ohio | 1729.11 | Similar to Standard Act |
| Oklahoma [1] | 342 | Shall be adopted at meeting within 40 days after articles filed |
| Oklahoma [2] | 361i | Similar to Standard Act |
| Oregon | 62.125(11) | Power to make and alter specifically given |
| | 62.135 | Board shall adopt the initial bylaws |
| Pennsylvania [1] | 12012 | As members may deem necessary for management |
| Pennsylvania [2] | 12112(6) | Power to adopt |
| | 12121 | Shall adopt bylaws before commencing business |
| Rhode Island | 7-7-7 | Similar to Standard Act |
| South Carolina [2] | 33-47-810 | Similar to Standard Act |
| South Dakota | 47-15-35 | Association has power to make bylaws |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746 | Similar to Standard Act |
| Utah | 3-1-8 | Members shall adopt bylaws |
| Vermont | 1000(a) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2 | Shall adopt bylaws before commencing business |
| Virginia [2] | 13.1-319 | Shall adopt bylaws before commencing business |

Table 9.01—Bylaws—requirement (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Washington [1] | 23.86.100 | Association may pass bylaws |
| Washington [2] | 24.32.090 | Similar to Standard Act |
| West Virginia | 19-4-8 | Similar to Standard Act |
| Wisconsin | 185.06 | Organization meeting shall be held for adoption of bylaws |
| Wyoming | 17-10-109 | Power to make bylaws |

Table 9.02—Bylaws—adoption approval

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-10 | Majority vote of members or shareholders, or written assent |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Alabama [3] | 2-10-93 | Majority of organizing members may adopt bylaws |
| Arizona | 10-706(A) | Similar to Standard Act |
| Arkansas [3] | 77-1010 | Similar to Standard Act |
| California [1] | 54111 | Similar to Standard Act, with majority voting power stipulated |
| California [2] | 12450 | Shareholders shall adopt bylaws |
| Colorado [2] | 7-56-111 | Similar to Standard Act |
| Delaware | 8509 | Approval at meeting |

| | | |
|----------------------|------------|---|
| District of Columbia | 29-808 | Majority of members voting |
| Florida [1] | 618.09 | Majority of members attending meeting, notice required |
| Florida [2] | 619.06 | Similar to Standard Act |
| Georgia | 65-207 | Majority of members attending meeting, notice required |
| Hawaii | 421-8 | Majority of members voting, or majority vote and patronage majority |
| Idaho | 22-2610 | Similar to Standard Act |
| Illinois [1] | 328 | Shareholders may adopt at regular or special meeting |
| Illinois [2] | 449 | Majority vote or written assent of members, or majority vote of directors |
| Indiana | 15-7-1-9 | Power vested in board unless articles provide otherwise |
| Iowa [3] | 499.46 | Adoption by 75 percent of board of directors |
| Kentucky [2] | 272.151(1) | Two-thirds of members voting at meeting |
| Louisiana [1] | 78 | Similar to Standard Act |
| Louisiana [2] | 129 | Majority vote or written assent of members, board adoption if in articles |
| Maine | 1826 | Majority of members voting, or majority vote and patronage majority |
| Maryland | 5-511(b) | Two-thirds of members voting in person or by mail |
| Michigan | 21:102 | Shareholders shall have power to adopt bylaws |
| Mississippi [2] | 79-19-17 | Similar to Standard Act |
| Missouri [1] | 274.090(1) | Similar to Standard Act |
| Missouri [2] | 357.130(1) | Similar to Standard Act |
| Montana [1] | 35-15-304 | All bylaws shall be adopted by associations stockholders |
| Montana [2] | 35-16-206 | Adopted by majority action |
| Montana [3] | 35-17-206 | Similar to Standard Act |

Table 9.02—Bylaws—adoption approval (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Nebraska [2] | 21-1407 | Adopted by board of directors |
| Nevada [1] | 81.080(1) | Similar to Standard Act |
| Nevada [2] | 81.230(1) | Majority vote of all associates shall be necessary |
| Nevada [3] | 81.470(1) | Majority vote of members or written assent of members representing majority vote |
| New Hampshire | 301:10 | Similar to Standard Act |
| New Jersey | 4:13-18 | Similar to Standard Act |
| New Mexico [1] | 53-4-8 | Majority of members voting |
| New Mexico [2] | 76-12-10 | Majority or members voting, or majority vote and patronage majority |
| New York | 16,111 | Two-thirds of members voting at meeting, notice |
| North Carolina [2] | 54-136 | Majority of members voting |
| North Dakota | 10-15-11 | Temporary board adoption, members may permit board to adopt |
| Ohio | 1729.11 | Similar to Standard Act |
| Oklahoma [2] | 361i | Majority of members voting |
| Oregon | 62:135 | Power to adopt bylaws is vested in the members |
| Pennsylvania [1] | 12012 | Majority of associates |
| Pennsylvania [2] | 12119 | Incorporators shall adopt bylaws |
| Rhode Island | 7-7-7 | Two-thirds of members voting at meeting, notice, quorum |
| South Carolina [2] | 33-47-810 | Majority of members voting |
| South Dakota | 47-15-16, 17 | Members may permit board to adopt |
| Tennessee | 43-16-114 | Similar to Standard Act |

| | | |
|----------------|---------------|--|
| Texas [1] | 1396-50.1(11) | Simple majority vote of members voting, unless articles or bylaws increase |
| Texas [3] | 5746 | Similar to Standard Act |
| Utah | 3-1-8 | Majority of members voting |
| Vermont | 1000(a), (b) | Similar to Standard Act, delegate voting rules |
| Virginia [1] | 13.1-301.2 | Majority vote of board of two-thirds of members voting |
| Virginia [2] | 13.1-319 | Majority vote of board of two-thirds, of members voting |
| Washington [2] | 24.32.090 | Two-thirds of members voting at meeting, 25 percent of all members must vote |
| West Virginia | 19-4-8 | Similar to Standard Act |
| Wisconsin | 185.07 | Members may permit board to adopt, details |

Table 9.04—Bylaws—filing

| Statute | Section or article | Description |
|--------------|--------------------|--|
| Nevada [1] | 81.080(3) | Book of bylaws |
| Nevada [3] | 81.470(3) | Book of bylaws |
| New Jersey | 4:13-18 | State Department of Agriculture |
| New York | 15 | State Department of Agriculture |
| Texas [2] | 2517 | Filed in office of Secretary of State, county clerk |
| Virginia [2] | 13.1-319 | State Department of Agriculture, Director of Extension |

Table 9.05—Bylaws—bylaw purposes

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-10 | Association to adopt bylaws for its "government and management" |
| Alabama [2] | 2-10-58 | Government and management |
| Alabama [3] | 2-10-93 | Government and management |
| Alaska | 10.15.015 | Regulation and management of association's affairs |
| Arkansas [1] | 64-1514 | To govern itself |
| Arkansas [2] | 77-910 | Government and management |
| Arkansas [3] | 77-1010 | Government and management |
| California [1] | 54111 | Government and management |
| Colorado [1] | 7-55-103 | Government and management |
| Colorado [2] | 7-56-111 | Government and management |
| Delaware | 8509 | To regulate conduct and management |
| Florida [1] | 618.09 | Government and management |
| Florida [2] | 619.06 | Government and management |
| Georgia | 65-207 | Government and management |
| Idaho | 22-2610 | Government and management |
| Illinois [2] | 449 | Government and management |
| Indiana | 15-7-1-9 | Regulation and management of business and affairs |
| Kansas [2] | 17-1609 | Government and management |
| Kentucky [2] | 272.151 | Government and management |
| Louisiana [1] | 78 | Government and management |
| Louisiana [2] | 129 | Government and management |
| Maryland | 5-511(a) | Regulation and management |
| Michigan | 21.102 | Government and regulation |
| Mississippi [2] | 79-19-17 | Government and management |
| Missouri [1] | 274.090 | Government and management |
| Montana [2] | 35-16-206 | Government |
| Montana [3] | 35-17-206 | Government and management |
| Nebraska [1] | 21-1303 | Management and regulation of association's affairs |
| Nebraska [2] | 21-1407 | Government and management |
| Nevada [1] | 81.080 | Government and management |
| Nevada [2] | 81.230 | Government and management |
| Nevada [3] | 81.470(1) | Government and management |
| New Hampshire | 301:10 | Government and management |
| New Jersey | 4:13-16(f) | Management of property, regulation of affairs |
| | 4:13-18 | Conduct and management of association |
| New Mexico [1] | 53-4-4(4) | Government and management |
| New York | 14(1) | Conduct and management of the affairs of the corporation |

Table 9.05—Bylaws—bylaw purposes (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| North Carolina [2] | 54-136 | Government and management |
| Ohio | 1729.11 | Government and management |
| Oklahoma [1] | 342 | Regulate conduct and management of association |
| Oregon | 62.135 | Regulation and management of association's affairs |
| Pennsylvania [1] | 12012 | Proper management of business, property and affairs of association |
| Pennsylvania [2] | 12112(6) | Management of property, regulation of affairs, conduct and management |
| Rhode Island | 7-7-7 | Government and management |
| South Carolina [2] | 33-47-810 | Government and management |
| South Dakota | 47-15-35 | Administration and regulation of association's affairs |
| Tennessee | 43-16-114 | Government and management |
| Texas [3] | 5746 | Government and management |
| Vermont | 1000(a) | Government and management |
| Washington [1] | 23.86.100 | To govern itself |
| Washington [2] | 24.32.090 | Government and management |
| West Virginia | 19-4-8 | Government and management |
| Wisconsin | 185.03 | Administration and regulation of association's affairs |
| Wyoming | 17-10-109(6) | Management of property, regulation of its business |

Table 9.06—Bylaws—contents

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| Standard | 883f-10 | Indiana | 15-7-1-9 |
| Alabama [2] | 2-10-58 | Iowa [3] | 499.46 |
| Arizona | 10-706(A) | Kansas [1] | 17-1512 |
| Arkansas [1] | 64-1510 | Kansas [2] | 17-1609 |
| Arkansas [2] | 77-910 | Kentucky [2] | 272.151 |
| Arkansas [3] | 77-1010 | Louisiana [1] | 78 |
| California [1] | 54111 | Louisiana [2] | 129 |
| California [2] | 12451 | Maine | 1826 |
| Colorado [1] | 7-55-103 | Maryland | 5-511 |
| Colorado [2] | 7-56-111 | Massachusetts | 13 |
| Delaware | 8510 | Minnesota [2] | 308.60 |
| District of Columbia | 29-808 | Mississippi [2] | 79-19-17 |
| Florida [1] | 618.09 | Missouri [1] | 274.090 |
| Florida [2] | 619.06 | Missouri [2] | 357.130(2) |
| Georgia | 65-207 | Montana [2] | 35-16-207 |
| Hawaii | 421-8 | Montana [3] | 35-17-206 |
| Idaho | 22-2610 | Nevada [1] | 81.090 |
| Illinois [2] | 449 | Nevada [2] | 81.230 |

Table 9.06—Bylaws—contents

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Nevada [3] | 81.480 | Pennsylvania [2] | 12121 |
| New Hampshire | 301.10 | South Carolina [2] | 33-47-810 |
| New Jersey | 4:13-18 | Tennessee | 43-16-114 |
| New Mexico [1] | 53-4-9 | Texas [1] | 1396-50.01(12) |
| New Mexico [2] | 76-12-10 | Texas [3] | 5746 |
| North Carolina [1] | 54-116 | Utah | 3-1-8 |
| North Carolina [2] | 54-136 | Vermont | 1001 |
| Ohio | 1729.11 | Virginia [1] | 13.1-301.2 |
| Oklahoma [1] | 342 | Virginia [2] | 13.1-319 |
| Oklahoma [2] | 361i | West Virginia | 19-4-8 |

Table 9.06.01—Bylaws—contents—entrance, organization, membership fee

| Statute | Section or article | Description |
|-------------------|--------------------|--|
| STANDARD | 883f-10(g) | Permissive, fees, collection, purposes for which used (see text) |
| Alabama [2] | 2-10-58(7) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | Provision for membership fees and dues |
| Arizona | 10-706(A)(7) | Similar to Standard Act |
| Arkansas [2] | 77-910(g) | Similar to Standard Act |
| Arkansas [3] | 77-1010(h) | Similar to Standard Act |
| California [1] | 54118 | Similar to Standard Act |
| Colorado [1] | 7-55-103(j) | Permissive, amount of membership fee |
| Colorado [2] | 7-56-111(g) | Similar to Standard Act |
| Florida [1] | 618.09(7) | Similar to Standard Act |
| Florida [2] | 619.06(4) | Similar to Standard Act |
| Georgia | 65-207(g) | Similar to Standard Act |
| Idaho | 22-2610(g) | Similar to Standard Act |
| Illinois [2] | 449(g) | Similar to Standard Act |
| Indiana | 15-7-1-9(h) | Similar to Standard Act |
| Kansas [2] | 17-1609(g) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(g) | Similar to Standard Act |
| Louisiana [1] | 78(8) | Similar to Standard Act |
| Louisiana [2] | 129(7) | Similar to Standard Act |
| Massachusetts [3] | 13 | Permissive, entrance fees |
| Minnesota [2] | 308.60(7) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Permissive for membership fees and dues |
| Mississippi [2] | 79-19-17(g) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(7) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 81.090(5) | Permissive, amount of membership fee, if any |

Table 9.06.01—Bylaws—contents—entrance, organization, membership fee

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Nevada [2] | 81.230(4)(g) | Similar to Standard Act |
| Nevada [3] | 81.480(4) | Permissive, amount of membership fee, if any |
| New Hampshire | 301:11(VII) | Similar to Standard Act |
| New Jersey | 4:13-18(e) | Similar to Standard Act but mandatory |
| New Mexico [1] | 53-4-9 | Permissive, method and terms of admission |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| North Carolina [2] | 54-136(7) | Similar to Standard Act |
| Ohio | 1729.11(g) | Similar to Standard Act |
| Oklahoma [1] | 342c | Mandatory, fixing and collecting fees, dues, others |
| Oklahoma [2] | 361i(g) | Similar to Standard Act |
| Rhode Island | 7-7-6(m) | Permissive, any matter or thing relative to members |
| South Carolina [2] | 33-47-810(7) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(g) | Similar to Standard Act |
| Vermont | 1001(6) | Similar to Standard Act |
| West Virginia | 19-4-8(g) | Similar to Standard Act |

Table 9.06.02—Bylaws—contents—member admission conditions

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-10(i) | Permissive; number, qualification, conditions for admission (see text) |
| Alabama [2] | 2-10-58(9) | Similar to Standard Act |
| Alaska | 10.15.020(b) | Mandatory; qualification, and method of acceptance |
| Arizona | 10-706(A)(11) | Similar to Standard Act, without stock provision |
| Arkansas [1] | 64-1510 | Mandatory; manner of becoming member |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 1010(j) | Similar to Standard Act, may be applicable to preferred stock |
| California [1] | 54121 | Similar to Standard Act |
| Colorado [1] | 7-55-103(i) | Qualifications for membership |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| District of Columbia | 29-809(1) | Method and terms of admission |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(5) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(h) | Similar to Standard Act |

Table 9.06.02—Bylaws-contents—member admission conditions (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Kansas [1] | 17-1512 | Manner of becoming members |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Massachusetts [3] | 13 | Permissive; admission of members |
| Michigan | 21-103 | Articles or bylaws may provide membership qualification |
| Minnesota [2] | 308.60(9) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Permissive; how membership may be acquired |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(11) | Similar to Standard Act |
| Montana [2] | 35-16-302 | May provide manner and form of member admission |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nebraska [1] | 81.090(8), (9) | Similar to Standard Act |
| Nebraska [2] | 81.230(4)(f) | Similar to Standard Act |
| Nevada [1] | 81.090(8), (9) | Number, qualifications, conditions precedent to membership |
| Nevada [2] | 81.230(4)(f) | Qualifications of membership |
| Nevada [3] | 81.430(1) | Terms and conditions, rules and regulations prescribed in bylaws |
| | 81.480(7), (8) | Number and qualifications, conditions precedent |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b) | Number, qualifications, conditions of membership |
| New Mexico [1] | 53-4-9(1) | Method and terms of admission |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(h) | Qualifications and admission of new members |
| | 111 | Mandatory; terms and conditions of membership |
| North Carolina [1] | 54-116(3) | Mandatory; qualifications for membership |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| North Dakota | 10-15-15 | Qualifications, requirements, method of acceptance, terms, conditions |
| Ohio | 1792.11(1) | Similar to Standard Act |
| Oklahoma [1] | 342(b) | Similar to Standard Act but mandatory |
| Oklahoma [2] | 361(i) | Similar to Standard Act |
| Oregon | 62.145(2) | Mandatory; qualifications and method of acceptance |
| Pennsylvania [1] | 12007 | May permit minor to own shares and vote |
| Pennsylvania [2] | 12113 | May prescribe additional qualifications for membership |
| Rhode Island | 7-7-8 | Procedure for ascertaining membership eligibility |
| | 7-7-6(m) | Permissive, any matter or thing relative to members |
| South Carolina [2] | 33-47-810(11) | Similar to Standard Act |

Table 9.06.02—Bylaws—contents—member admission conditions (continued)

| Statute | Section or article | Description |
|---------------|--------------------|---|
| South Dakota | 47-16-1 | Qualifications, requirements, method of acceptance, terms, conditions |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(1) | Requirements for admission to membership |
| Texas [2] | 2521 | Rules and limitations on member admission |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Vermont | 1001(8) | Similar to Standard Act |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(2) | Designation, qualifications, requirements, method of acceptance |

Table 9.06.03—Bylaws—contents—regular or service charges

| Statute | Section or article | Description |
|----------------|--------------------|---|
| STANDARD | 883f-10(h) | Permissive; periodic or service charges, time and manner (see text) |
| Alabama [2] | 2-10-58(8) | Similar to Standard Act |
| Arizona | 10-706(A)(8) | Permissive; annual dues or assessments |
| Arkansas [2] | 77-910(h) | Similar to Standard Act |
| Arkansas [3] | 77-1010(i) | Similar to Standard Act |
| California [1] | 54119 | Similar to Standard Act |
| Colorado [2] | 7-56-111(h) | Similar to Standard Act |
| Florida [1] | 618.09(8) | Similar to Standard Act |

| | | |
|-------------------|----------------|--|
| Florida [2] | 619.06(4) | Similar to Standard Act |
| Georgia | 65-207(h) | Similar to Standard Act |
| Idaho | 22-2610(h) | Similar to Standard Act |
| Illinois [2] | 449(h) | Similar to Standard Act |
| Indiana | 15-7-1-9(i) | Similar to Standard Act |
| Iowa [2] | 498.22 | Dues, assessments or service charges shall be prescribed in bylaws |
| Kansas [2] | 17-1609(h) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(h) | Similar to Standard Act |
| Louisiana [1] | 78(9) | Similar to Standard Act |
| Louisiana [2] | 129(8) | Similar to Standard Act |
| Massachusetts [3] | 13 | Assessments and the conditions under which they are imposed or collected |
| Minnesota [2] | 308.60(8) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(h) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(8) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada | 81.090(6), (7) | Amount and compensation for services paid to association by member |
| Nevada [2] | 81.230(4)(g) | Dues, installments and labor which each member shall pay |
| Nevada [3] | 81.480(5) | Amount required annually to carry on business of association |
| | 81.480(6) | Compensation for services paid by association by member |

Table 9.06.03—Bylaws—contents—regular or service charges (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New Hampshire | 301:11(VIII) | Similar to Standard Act |
| New Jersey | 4:13-18(f) | Similar to Standard Act but mandatory |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| North Carolina [2] | 54-136(8) | Similar to Standard Act |
| Ohio | 1729.11(H) | Similar to Standard Act |
| Oklahoma [2] | 361i(h) | Similar to Standard Act |
| Rhode Island | 7-7-6(m) | Permissive; any matter or thing relative |
| South Carolina [2] | 33-47-810(8), (9) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(h) | Similar to Standard Act |
| Vermont | 1001(7) | Similar to Standard Act |
| West Virginia | 19-4-8(h) | Similar to Standard Act |

Table 9.06.04—Bylaws—contents—property rights or interests

| Statute | Section or article | Description |
|-------------------|--------------------|---|
| Arizona | 10-707 | Must be set forth as general rule applicable to all members |
| Colorado [1] | 7-55-103(k) | Collection and enforcement, forfeiture of rights and interests |
| Hawaii | 421-8(5) | Permissive |
| Maine | 1826(5) | Permissive; relative rights, interests and preferences |
| Massachusetts [3] | 13 | May provide for rights and interests of members in corporate property |

| | | |
|------------------|---------------|--|
| New York | 14(h) | Articles or bylaws; relative rights, property rights and interests |
| Pennsylvania [2] | 12121(5) | Permissive; relative rights, duties, interests, preferences |
| Rhode Island | 7-7-6(m) | Permissive; any matter or thing relative to membership |
| Utah | 3-1-8(e) | Permissive; relative rights, interests, preferences |
| Virginia [1] | 13.1-301.2(e) | Permissive; relative rights, interests, preferences |
| Virginia [2] | 13.1-319(e) | Permissive; relative rights, interests, preferences |

Table 9.06.05—Bylaws—contents—cessation of membership

| Statute | Section or article | Description |
|----------------|------------------------|---|
| STANDARD | 883f-10(i) | Permissive; conditions and methods for cessation or transfer (see text) |
| Alabama [2] | 2-10-58(9), (10), (11) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | How memberships in association may be acquired and lost |
| Alaska | 10.15.020(c) | May provide for termination of membership and terms and conditions |
| Arizona | 10-706(A) | Similar to Standard Act, without stock provision |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Similar to Standard Act |
| California [1] | 54121 | Similar to Standard Act |
| Colorado [1] | 7-55-103(i) | Manner of cessation, conditions for withdrawal |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Florida [1] | 618.09(9) | Similar to Standard Act |

Table 9.06.05—Bylaws—contents—cessation of membership (continued)

| Statute | Section or article | Description |
|--------------------|------------------------|--|
| Florida [2] | 619.06(5) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Massachusetts [3] | 13 | Withdrawal or suspension of members |
| Minnesota [2] | 308.60(9) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Permissive; how membership may be lost |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1), (12), (14) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 80.090(4), (10) | Permissive; method, time for member withdrawal |
| Nevada [2] | 81.230(4)(f) | On what conditions and when membership shall cease, withdrawal |
| Nevada [3] | 81.480(3) | On what conditions and when membership shall cease |
| | 81.480(10) | Method, time and manner of permitting withdrawal |
| New Hampshire | 301.11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b) | Method, time and manner for resignation or withdrawal, mandatory |
| New Mexico [2] | 76-12-10(i) | Similar to Standard Act |
| New York | 14(h), 43 | Resignation and withdrawal |
| North Carolina [1] | 54-116(9) | Conditions upon which shares may be withdrawn |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| North Dakota | 10-15-15 | Termination and other incidents of membership |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n), 342(b) | Permissive; method, time, conditions for withdrawal |
| Oklahoma [2] | 361i(i) | Similar to Standard Act |
| Oregon | 62.145(3) | Termination of membership and conditions thereof |
| Rhode Island | 7-7-6(m) | Permissive; any thing or matter relative to members, termination |
| South Carolina [2] | 33-47-810(12) | Similar to Standard Act |
| South Dakota | 47-16-1 | Termination and other incidents of membership |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [2] | 2522 | Rules and regulations for withdrawal |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Vermont | 1001(8) | Similar to Standard Act |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(4) | Membership termination and terms and conditions thereof |

Table 9.06.06—Bylaws—contents—suspension of membership

| Statute | Section or article | Description |
|--------------------|------------------------|--|
| STANDARD | 883f-10(i) | Permissive; automatic suspension of rights, expulsion rules (see text) |
| Alabama [2] | 2-10-58(12) | Similar to Standard Act |
| Alaska | 10.15.020(c) | May provide for membership termination and terms and conditions |
| Arizona | 10-706(A)(15) | Similar to Standard Act |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Mode, manner and effect of expulsion |
| California [1] | 54121 | Similar to Standard Act |
| Colorado [1] | 7-55-103(i) | Conditions for expulsion |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(3) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-18(b)(2) | Removal by majority vote of board unless bylaws provide otherwise |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Massachusetts [3] | 13 | Similar to Standard Act |
| Minnesota [2] | 308.60(9) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Permissive; how membership may be lost |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1), (15), (16) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 81.090(4) | Mode, manner and effect of expulsion |
| Nevada [2] | 81.230(4)(f) | Mode, manner and effect of expulsion |
| Nevada [3] | 81.480(3) | Mode, manner and effect of expulsion |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Mexico [2] | 76-12-10(i) | Similar to Standard Act |
| New York | 14(h), 43 | Removal, suspension, termination, forfeiture, retirement of members |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| North Dakota | 10-15-15 | Termination and other incidents of membership |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |

Table 9.06.06—Bylaws—contents—suspension of membership (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Oklahoma [2] | 361i(i) | Similar to Standard Act |
| Oregon | 62.145(3) | Termination of membership and conditions thereof |
| Pennsylvania [2] | 12116(a) | Terms and conditions for loss of membership |
| | 12121(5) | Permissive; mode, manner and effect of expulsion |
| Rhode Island | 7-7-6(m) | Permissive; any matter or thing relative to members, termination |
| South Carolina [2] | 33-47-810(14) | Similar to Standard Act |
| South Dakota | 47-16-1 | Termination and other incidents of membership |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [2] | 2521 | Rules and regulations for suspension or expulsion |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Utah | 3-1-11(d) | Provisions for forfeiture of membership interest |
| Vermont | 1001(8) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(e) | Permissive; mode, manner and effect of expulsion |
| Virginia [2] | 13.1-319(e) | Permissive; mode, manner and effect of expulsion |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(4) | Permissive; termination of membership |

Table 9.06.07—Bylaws—contents—member interest at termination

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10(i) | Permissive; determining value, purchase of members' interest (see text) |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Arizona | 10-706(A)(16) | Permissive; interest at death, withdrawal, expulsion, forfeiture |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Similar to Standard Act |
| California [1] | 54122 | Similar to Standard Act, disqualification and repurchase |
| Colorado [1] | 7-55-103(1) | Determination of property rights and time of payment on cessation |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| District of Columbia | 29-809(1) | Method of disposing of member's interest on cessation |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(6) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-11(d) | May fix time in which member receives value of interest |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |

Table 9.06.07—Bylaws—contents—member interest at termination (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Maine | 1912(4) | May fix time in which member receives value of interest |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(17) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 81.090(11)(4) | Similar to Standard Act, with special expulsion provision |
| Nevada [2] | 81.230(4)(i) | Similar to Standard Act, with special expulsion provision |
| Nevada [3] | 81.480(3) | Similar to Standard Act, with special expulsion provision |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b) | Rules for ascertaining and paying members' interest, mandatory |
| New Mexico [1] | 53-4-9(1) | Permissive; disposal of members' interest on cessation |
| New Mexico [2] | 76-12-10(i) | Similar to Standard Act |
| New York | 42 | Payment of value |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| Ohio | 1729.11(1) | Similar to Standard Act |
| Oklahoma [1] | 342(b) | Mandatory; method of ascertaining members' interest in assets |
| Oklahoma [2] | 361i(i) | Similar to Standard Act |

| | | |
|--------------------|-------------------|--|
| Rhode Island | 7-7-6(m) | Permissive, any thing or matter relative to members |
| South Carolina [2] | 33-47-810(15) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(1) | Disposition of interests |
| Texas [2] | 2521 | Returned to members at time fixed in bylaws |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Utah | 3-1-11(d) | Time and manner for settlement of membership interest |
| Vermont | 1001(8) | Similar to Standard Act |
| West Virginia | 19-4-8(i) | Similar to Standard Act, with provision for public auction |
| Wisconsin | 185.11(4) | Permissive; conditions and terms of membership termination |

Table 9.06.08—Bylaws—contents—appraisal of interest

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-10(i) | Permissive; manner of determining int. value or pur. at appraisal price (text) |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| California [1] | 54122 | Similar to Standard Act, for expulsion only |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Florida [1] | 618-09(9) | Similar to Standard Act |
| Florida [2] | 619.06(3) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Idaho | 22-2610(i) | Similar to Standard Act |

Table 9.06.08—Bylaws—contents—appraisal of interest (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Illinois [2] | 449(i) | Similar to Standard Act |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(3) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Mississippi [2] | 79-19-17 (i) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(17) | Similar to Standard Act, paid in usual course of business |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 81.090(11)(4) | Similar to Standard Act, with special expulsion provision |
| Nevada [2] | 81.230(4)(f) | Similar to Standard Act, with special expulsion provision |
| Nevada [3] | 81.480(3) | Similar to Standard Act, with special expulsion provision |
| New Hampshire | 301:11(IX) | Similar to Standard Act, board of appraisors term |
| New Jersey | 4:13-18(b) | Mandatory, rules of ascertaining and paying value of interest |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(i) | Similar to Standard Act |

Table 9.06.09—Bylaws—contents—member meetings generally

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10(a), 11 | Permissive; time, manner, place, notice by publication (see text) |
| Alabama [2] | 2-10-58, 59 | Similar to Standard Act |
| Alaska | 10.15.020(b) | May provide for annual meeting |
| Arizona | 10-706(A)(1) | Similar to Standard Act |
| Arkansas [2] | 77-910(a), 911 | Similar to Standard Act |
| Arkansas [3] | 77-1010(a), 1011 | Similar to Standard Act |
| California [1] | 54112 | Similar to Standard Act, no notice provision |
| California [2] | 12451(e) | May provide for calling shareholders' meetings |
| Colorado [1] | 7-55-103(a) | Similar to Standard Act |
| Colorado [2] | 7-56-111(a) | Similar to Standard Act |
| Delaware | 8510(1) | Similar to Standard Act, but mandatory |
| District of Columbia | 29-809(2), 810 | Similar to Standard Act |
| Florida [1] | 618.09(1) | Similar to Standard Act |
| Georgia | 65-207(a) | Similar to Standard Act |
| Hawaii | 421-8(1) | Similar to Standard Act |
| Idaho | 22-2610(a) | Similar to Standard Act |

Table 9.06.09—Bylaws—contents—member meetings generally (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Illinois [2] | 449(a) | Similar to Standard Act |
| Indiana | 15-7-1-9(a) | Similar to Standard Act |
| Kansas [2] | 17-1609(a) | Similar to Standard Act |
| Kentucky [2] | 272.151(2), 161 | Similar to Standard Act |
| Louisiana [1] | 78(1) | Similar to Standard Act |
| Louisiana [2] | 129(1), 130 | Similar to Standard Act |
| Maine | 1826(1), 1827 | Similar to Standard Act |
| Maryland | 5-519(b) | May provide for additional regular meeting |
| Minnesota [2] | 308.60(1) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(a) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(1) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(1) | Similar to Standard Act |
| Montana [1] | 35-15-302 | Bylaws may fix place, time for meeting |
| Montana [2] | 35-16-207 | Similar to Standard Act |
| Montana [3] | 35-17-206 | Similar to Standard Act |
| Nevada [2] | 81.230(4)(a) | Similar to Standard Act |
| New Hampshire | 301:11(I) | Similar to Standard Act |
| New Jersey | 4:13-18(a) | Similar to Standard Act, but mandatory |
| New Mexico [1] | 53-4-9(2) | Similar to Standard Act |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(i) | Calling and conducting meetings |
| North Carolina [1] | 54-116(4) | Required; date, notice, conduct of meeting, voting |
| North Carolina [2] | 54-136(1) | Similar to Standard Act |
| Ohio | 1729.11(A) | Similar to Standard Act |
| Oklahoma [1] | 342(a) | Similar to Standard Act, but mandatory |
| Oklahoma [2] | 361i(a) | Similar to Standard Act |
| Oregon | 62.255(1), (2) | Permissive; location, time of meeting |
| Pennsylvania [2] | 12119, 12121(1)(2) | Nature provisions required; time, manner, place, voting |
| Rhode Island | 7-7-14 | Similar to Standard Act |
| South Carolina [2] | 33-47-810(1) | Similar to Standard Act |
| Texas [1] | 1396-50-01(12)(2) | Similar to Standard Act |
| Texas [3] | 5746(a) | Similar to Standard Act |
| Utah | 3-1-8(a) | Permissive; time, place and manner |
| Vermont | 1001(1) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(a) | Similar to Standard Act |
| Virginia [2] | 13.1-319(a) | Similar to Standard Act |
| West Virginia | 19-4-8(a) | Similar to Standard Act |
| Wisconsin | 185.13(2) | Permissive; location, time |

Table 9.06.10—Bylaws—contents—annual meeting requirement

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-11 | Must provide for one or more meetings annually |
| Alabama [2] | 2-10-59 | Similar to Standard Act |
| Arizona | 10-714 | Similar to Standard Act |
| Arkansas [2] | 77-911 | Similar to Standard Act |
| Arkansas [3] | 77-1011 | Similar to Standard Act |
| Colorado [2] | 7-56-112 | Similar to Standard Act |
| Delaware | 29-810 | Regular meetings as in bylaws at least once a year |
| Florida [1] | 618.11 | Similar to Standard Act |
| Georgia | 65-270 | Similar to Standard Act |
| Hawaii | 421-12 | Similar to Standard Act |
| Idaho | 22-2611 | Similar to Standard Act |
| Illinois [2] | 450 | Similar to Standard Act |
| Indiana | 15-7-1-10 | Similar to Standard Act |
| Kansas [2] | 17-1610 | Similar to Standard Act |
| Kentucky [2] | 272.161 | Similar to Standard Act |
| Louisiana [1] | 79 | Similar to Standard Act |
| Louisiana [2] | 130 | Similar to Standard Act |
| Maine | 1827 | Regular meeting, held at least once a year |
| Maryland | 5-519(a)(2) | Specified in bylaws |
| Minnesota [1] | 308.09(1) | Provided for in articles or bylaws |
| Minnesota [2] | 308.61 | Similar to Standard Act |
| Mississippi [2] | 79-19-19 | Similar to Standard Act |
| Missouri [1] | 274.100 | Similar to Standard Act |
| Montana [1] | 35-15-302 | Shall be held at time fixed in bylaws |
| Montana [3] | 35-17-305 | Similar to Standard Act |
| Nebraska [2] | 21-1408 | Similar to Standard Act |
| New Hampshire | 301:12 | Similar to Standard Act |
| New Jersey | 4:13-18(a) | Must provide for meeting, one of which must be annual |
| New Mexico [1] | 53-4-10 | Similar to Standard Act |
| New Mexico [2] | 76-12-13 | Similar to Standard Act |
| North Carolina [1] | 54-116(3) | Shall provide the date of annual meeting |
| North Carolina [2] | 54-137 | Similar to Standard Act |
| North Dakota | 10-15-17 | At time fixed or held pursuant to bylaws |
| Ohio | 1729.12 | Similar to Standard Act |
| Oklahoma [2] | 361m | Similar to Standard Act |
| Oregon | 62.255(2) | Similar to Standard Act |

Table 9.06.10—Bylaws—contents—annual meeting requirement (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| South Carolina [2] | 33-47-820 | Similar to Standard Act |
| South Dakota | 47-16-2 | At time fixed or held pursuant to bylaws |
| Tennessee | 43-16-115 | Similar to Standard Act |
| Texas [1] | 1396-50.01(13)(a) | Regular meetings as prescribed in bylaws |
| Texas [3] | 5747 | Similar to Standard Act |
| Utah | 3-1-12 | Similar to Standard Act |
| Vermont | 1002 | Similar to Standard Act |
| Virginia [2] | 13.1-323 | Similar to Standard Act |
| Washington [2] | 24.32.100 | Similar to Standard Act |
| West Virginia | 19-4-9 | Similar to Standard Act |
| Wisconsin | 185.13(2) | At time fixed or held pursuant to bylaws |
| Wyoming | 17-10-112 | Similar to Standard Act |

Table 9.06.11—Bylaws—contents—quorum

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10(b) | Permissive; number of stockholders or members constituting a quorum |
| Alabama [2] | 2-10-58 (2) | Similar to Standard Act |
| Alaska | 10.15.135 | Bylaws may provide for greater than statutory 10 percent |
| Arizona | 10-706(A)(2) | Similar to Standard Act |
| Arkansas [2] | 77-910(b) | Similar to Standard Act |
| Arkansas [3] | 77-1010(b) | Similar to Standard Act |
| California [1] | 54113 | Similar to Standard Act |
| California [2] | 12451(g) | Similar to Standard Act |
| Colorado [2] | 7-56-111(b) | Similar to Standard Act |
| District of Columbia | 29-809(3) | Similar to Standard Act |
| Florida [1] | 618.09(2) | Similar to Standard Act |
| Florida [2] | 619.06(2) | Similar to Standard Act |
| Georgia | 65-207(b) | Similar to Standard Act |
| Hawaii | 421-8(1) | Similar to Standard Act |
| Idaho | 22-2610(b) | Similar to Standard Act |
| Illinois [2] | 449(b) | Similar to Standard Act |
| Indiana | 15-7-1-9(b) | Similar to Standard Act |
| Kansas [2] | 17-1609(b) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(a) | Similar to Standard Act |
| Louisiana [1] | 76(2) | Similar to Standard Act |
| Louisiana [2] | 129(2) | Similar to Standard Act |
| Maine | 1826(1) | Similar to Standard Act |
| Maryland | 5-520(n) | Number of percentage of members constituting a quorum |
| Michigan | 21.102 | May be in articles or bylaws |
| Minnesota [1] | 308.10 | Articles or bylaws may provide quorum |
| Minnesota [2] | 308.60(2) | Similar to Standard Act |

Table 9.06.11—Bylaws—contents—quorum (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [2] | 79-19-17(b) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(2) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(2) | Similar to Standard Act |
| Montana [1] | 35-15-302 | May specify quorum different than statutory number |
| Montana [2] | 35-16-207 | Stockholders, numbers, units of land, acres, production |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nebraska [1] | 21-1303 | Articles or bylaws must specify quorum |
| New Hampshire | 301:11(II) | Similar to Standard Act |
| New Jersey | 4:13-18(a) | Similar to Standard Act, but mandatory |
| New Mexico [1] | 53-4-9(3) | Similar to Standard Act |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(i) | Amount of stock, proportion of members, delegates necessary |
| North Carolina [1] | 54-116(4) | Must give number of members constituting quorum |
| North Carolina [2] | 54-136(2) | Similar to Standard Act |
| North Dakota | 10-15-18 | May fix quorum greater than statutory minimum |
| Ohio | 1729.11(A) | Similar to Standard Act |
| Oklahoma [2] | 361i(b) | Similar to Standard Act |
| Oregon | 62.275(1) | May provide greater than statutory quorum |
| Pennsylvania [2] | 12121(1) | Similar to Standard Act |
| South Carolina [2] | 33-47-810(2) | Similar to Standard Act |

| | | |
|---------------|-------------------|---|
| South Dakota | 47-16-7 | May fix quorum greater than statutory minimum |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(3) | Similar to Standard Act |
| Texas [3] | 5746(b) | Similar to Standard Act |
| Utah | 3-1-8(a) | Similar to Standard Act |
| Vermont | 1001(2) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(a) | Similar to Standard Act |
| Virginia [2] | 13.1-319(a) | Similar to Standard Act |
| West Virginia | 19-4-8(b) | Similar to Standard Act |
| Wisconsin | 185.14 | May fix greater than statutory member |

Table 9.06.12—Bylaws—contents—proxy and mail voting

| Statute | Section or article | Description |
|--------------|--------------------|--|
| STANDARD | 883f-10(c) | Right to vote by proxy or mail; conditions, manner, effects (see text) |
| Alabama [2] | 2-10-58(3) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | May provide for voting by mail or written proxy |
| Alaska | 10.15.130(3) | Permissive; provision for voting methods and procedures |
| Arizona | 10-706(A)(3) | Similar to Standard Act |
| Arkansas [2] | 77-910 | Similar to Standard Act |

Table 9.06.12—Bylaws—contents—proxy and mail voting (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [1] | 54114 | Similar to Standard Act |
| Colorado [1] | 7-55-103(h), 110 | Permissive; by mail, proxy prohibited except as in bylaws |
| Colorado [2] | 7-56-111(c) | Permissive; by mail |
| District of Columbia | 29-815 | Articles or bylaws may determine mail vote quorum |
| Florida [1] | 618.09(3) | Similar to Standard Act |
| Florida [2] | 619.06(6) | Permissive; by proxy |
| Georgia | 65-207(c) | Similar to Standard Act |
| Hawaii | 421-8(2) | Permissive; by mail, rules for patronage voting |
| Idaho | 22-2610(c) | Similar to Standard Act |
| Illinois [2] | 447(c) | Similar to Standard Act |
| Indiana | 15-7-1-9(d) | Similar to Standard Act |
| Iowa [3] | 499.29 | Articles or bylaws may permit signed written vote with conditions |
| Kansas [2] | 17-1609(c) | Similar to Standard Act |
| | 17-1611 | Bylaws may take away right to vote by mail or proxy |
| Kentucky [2] | 272.151(2)(c) | Similar to Standard Act |
| Louisiana [1] | 78(3) | Similar to Standard Act |
| Louisiana [2] | 129(3) | Similar to Standard Act |
| Maine | 1826(2) | Permissive; manner of voting |
| Massachusetts [2] | 4 | May provide for director election by mail |
| Massachusetts [3] | 13 | May provide for mail and proxy voting |
| Michigan | 21.102 | Articles or bylaws provisions on proxy or mail voting |
| Minnesota [2] | 308.60(3) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | May provide for voting by mail |
| Mississippi [2] | 79-19-17(c) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(3) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(3) | Similar to Standard Act |
| Montana [2] | 35-16-207 | Mode of voting and method of voting by proxy |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [2] | 81.230(4)(e) | May provide for voting by mail |
| New Hampshire | 301:11(III) | Similar to Standard Act |
| New Jersey | 4:13-24 | Mail voting permitted under rules in bylaws |
| New Mexico [1] | 53-4-15 | Articles or bylaws may provide for voting by mail |
| New Mexico [2] | 76-12-10 | Permissive; right to vote by mail |
| New York | 14(i) | Manner of voting |
| North Carolina [1] | 54-116(4) | May prescribe regulations as to voting |
| North Carolina [2] | 54-136(3) | Similar to Standard Act |
| North Dakota | 10-15-16 | May limit use of signed votes; methods, and procedures |
| Ohio | 1729.11(c) | Similar to Standard Act |
| Oklahoma [1] | 339 | Similar to Standard Act |

Table 9.06.12—Bylaws—contents—proxy and mail voting (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Oklahoma [2] | 361i(c) | Similar to Standard Act |
| Oregon | 62.265(4) | Permissive; provision for voting methods and procedures |
| Pennsylvania [2] | 12118 | Articles or bylaws may describe voting by mail or proxy |
| South Carolina [2] | 33-47-810(3) | Similar to Standard Act |
| South Dakota | 47-16-14, 19 | May limit use of signed votes; methods and procedures |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(18) | May provide for mail voting, alternatives voted in statute |
| Texas [3] | 5746(c) | Similar to Standard Act |
| Utah | 3-1-8(b) | Manner of voting, conditions for mail and delegate vote |
| Virginia [1] | 13.1-301.2(b) | Similar to Standard Act |
| Virginia [2] | 13.1-319(b) | Similar to Standard Act |
| Washington [2] | 24.32.090 | May provide for voting by mail |
| West Virginia | 19-4-8(c) | Similar to Standard Act |
| Wisconsin | 185.12 | May limit use of signed votes; methods and procedures |

Table 9.06.13—Bylaws—contents—director election by district

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-12 | Permissive; election by districts, delegates (see text) |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alaska | 10.15.125 | May provide for election of directors by district |
| Arizona | 10-711 | Similar to Standard Act |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| California [1] | 54142 | Similar to Standard Act |
| California [2] | 12451(f) | May provide for election of directors |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Delaware | 8510(2) | Required; may describe nominating system |
| District of Columbia | 29-818 | May provide for director election by units |
| Florida [1] | 618.12 | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |
| Hawaii | 421-13 | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |

Table 9.06.13—Bylaws—contents—director election by district (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-11(e) | Similar to Standard Act |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(2) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maine | 1826(2), 1871(4) | Similar to Standard Act |
| Maryland | 5-514 | Similar to Standard Act |
| Massachusetts [2] | 4 | May provide for director election by districts |
| Massachusetts [3] | 13 | May provide for districts |
| Minnesota [1] | 308.07(6) | May describe districts, delegates in articles or bylaws |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(2) | Similar to Standard Act |
| Montana [1] | 35-15-206 | Similar to Standard Act |
| Montana [2] | 35-16-207 | May provide for local districts and local boards |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| Nebraska [2] | 21.1405(1) | May establish voting districts, delegates |
| New Hampshire | 301:16, 17 | Similar to Standard Act |
| New Jersey | 4:13-18(c) | Shall provide nominations, directing, eligibility |
| New Mexico [1] | 53-4-18 | Articles or bylaws may specify "unit," delegate voting |
| New York | 61, 111 | Similar to Standard Act; time and place of election |
| North Carolina [2] | 54-146 | Similar to Standard Act |
| North Dakota | 10-15-25(1), (3) | May provide for territorial districts, use of alternates |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oregon | 62.255(5) | Similar to Standard Act |
| Pennsylvania [1] | 12014 | May provide nomination procedures |
| Pennsylvania [2] | 12122(6)(c) | Similar to Standard Act |
| Rhode Island | 7-7-6(m) | Any matter or thing relative to directors |
| South Carolina [2] | 33-47-910 | Similar to Standard Act |
| South Dakota | 47-17-1 | May provide for territorial districts |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(b) | Bylaws may specify units, voting methods |
| Utah | 3-1-8(e) | May establish voting districts |
| Vermont | 1007, 1008 | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(b), (e) | Permissive; election districts, district groups or associations |
| Virginia [2] | 13.1-319(b), (e) | Permissive; election districts, district groups or associations |
| | 13.1-324(d) | Similar to Standard Act |
| Washington [2] | 24.32.110 | Similar to Standard Act |

Table 9.06.13—Bylaws—contents—director election by district (continued)

| Statute | Section or article | Description |
|---------------|--------------------|---------------------------------------|
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.31(1) | May provide for territorial districts |
| Wyoming | 17-10-111 | Similar to Standard Act |

Table 9.06.14—Bylaws—contents—public directors

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-12 | Permissive; selection of directors to represent public interest |
| Alabama [2] | 2-10-60 | Similar to Standard Act, public interest not noted |
| Arkansas [2] | 77-912 | Similar to Standard Act, public interest not noted |
| Arkansas [3] | 77-1012 | Similar to Standard Act, public interest not noted |
| California [1] | 54145 | Similar to Standard Act |
| Colorado [1] | 7-55-104 | May provide for nonmember directors |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Florida [1] | 618.12(1) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act, public interest not noted |
| Idaho | 22-2612 | Similar to Standard Act, public interest not noted |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(d) | Similar to Standard Act |
| Kentucky [2] | 272.171(3) | Similar to Standard Act |
| Louisiana [1] | 85 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act, public interest not noted |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(3) | Similar to Standard Act |
| New Hampshire | 301:18 | Similar to Standard Act |
| New York | 61 | Similar to Standard Act |
| North Carolina [2] | 54-146 | Similar to Standard Act, public interest not noted |
| Ohio | 1729.13 | Similar to Standard Act |
| South Carolina [2] | 33-47-910 | Similar to Standard Act, public interest not noted |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Vermont | 1009 | Similar to Standard Act |
| Virginia [2] | 13.1-324(a) | Provision for public directors mandatory |
| Washington [2] | 24.32.110 | Similar to Standard Act, special unusual provisions |
| West Virginia | 19-4-10 | Similar to Standard Act |

Table 9.06.15—Bylaws—contents—qualifications, duties of directors

| Statute | Section or article | Description |
|----------------------|------------------------|---|
| STANDARD | 883f-10(3) | Permissive; qualification, compensation, duties (see text) |
| Alabama [2] | 2-10-58(5) | Similar to Standard Act |
| Alaska | 10.15.140(a) | May require State residency, other qualifications |
| Arizona | 10-706(A)(5) | Similar to Standard Act |
| Arkansas [1] | 64-1510 | Must describe duties |
| Arkansas [2] | 77-910(e) | Similar to Standard Act |
| Arkansas [3] | 77-1010(e) | Similar to Standard Act |
| California [1] | 54116 | Similar to Standard Act |
| California [2] | 12451(f) | Permissive; provisions on election of directors |
| Colorado [1] | 7-55-103(d), (e) | Permissive; power, authority and compensation |
| Colorado [2] | 7-56-111(e) | Similar to Standard Act |
| Delaware | 8510(2) | Provision mandatory |
| District of Columbia | 29-809(4), (5) | Permissive; powers and duties, compensation |
| Florida [1] | 618.09(5) | Similar to Standard Act |
| Georgia | 65-207(e) | Similar to Standard Act |
| Hawaii | 421-8(3), 13(c) | Similar to Standard Act |
| Idaho | 22-2610(e) | Similar to Standard Act |
| Illinois [2] | 449(e) | Similar to Standard Act |
| Indiana | 15-7-1-11(a) | Similar to Standard Act; director number must be in bylaws |
| Kansas [1] | 17-1512 | Duties of directors; permissive |
| Kansas [2] | 17-1609(e) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(e) | Similar to Standard Act |
| Louisiana [1] | 78 | Shall provide manner of removal, filling vacancies |
| | 78(5) | Similar to Standard Act |
| Louisiana [2] | 129(5) | Similar to Standard Act |
| Maine | 1826(3), 1871(3) | Similar to Standard Act, and qualifications generally |
| Michigan | 21.102 | Limit and define powers, duties, and number |
| Minnesota [2] | 308.62 | May restrict positions in association directors may hold |
| | 308.60(5) | Similar to Standard Act |
| Mississippi [1] | 79-17-17 | Permissive; number of directors |
| Mississippi [2] | 79-19-17(e) | Permissive; qualifications and duties |
| Missouri [1] | 274.110(5) | May restrict positions in association directors may hold |
| | 274.090(1)(5) | Similar to Standard Act |
| Missouri [2] | 357.080(1), .130(2)(5) | Restrictions and qualifications; similar to Standard Act |
| Montana [1] | 35-15-304 | May specify number of directors |
| Montana [2] | 35-16-207 | May specify number of directors, increase or diminish |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [1] | 81.090(1), (2), (3) | Permissive; number of directors, removal, filling vacancies |
| Nevada [2] | 81.230(4)(b) | Number, power, and authority of directors |

Table 9.06.15—Bylaws—contents—qualifications, duties of directors (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Nevada [3] | 81.480(1), (2) | Manner of removal, filling vacancies |
| New Hampshire | 301:11(V) | Similar to Standard Act |
| New Jersey | 4:13-18(c) | Number, power and duties of directors, mandatory |
| New Mexico [1] | 53-4-9(4), (5) | Permissive; number, qualification, powers, duties, election, compensation |
| New Mexico [2] | 76-12-10, 14 | Similar to Standard Act |
| New York | 14(i) | Powers and duties of directors |
| North Carolina [1] | 54-116(5) | Mandatory; powers and duties, number |
| North Carolina [2] | 54-136(5) | Similar to Standard Act |
| North Dakota | 10-15-25(1), (2) | Shall describe other qualifications; may specify number |
| Ohio | 1729.11(E) | Similar to Standard Act |
| Oklahoma [1] | 342(c) | Mandatory; number, compensation powers and duties |
| Oklahoma [2] | 361i(e) | Similar to Standard Act |
| Oregon | 62.280(1), (2) | May require State residency, other qualifications, number |
| Pennsylvania [1] | 12014 | Permissive; eligibility, qualification, responsibilities, remuneration |
| Pennsylvania [2] | 12121(3) | Permissive; subject to articles, number, qualification, eligibility duties |
| Rhode Island | 7-7-6(m) | Any matter or thing relating to directors |
| South Carolina [2] | 33-47-810(5) | Similar to Standard Act |
| South Dakota | 47-17-1 | Shall describe other qualifications |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(4) | Similar to Standard Act |

| | | |
|---------------|---------------------|---|
| Texas [3] | 5746(e) | Similar to Standard Act |
| Utah | 3-1-8(c), 13(III) | Similar to Standard Act; or in articles |
| Vermont | 1001(4) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(c) | Similar to Standard Act |
| Virginia [2] | 13.1-319(c), 324(c) | Similar to Standard Act |
| West Virginia | 19-4-8(e) | Similar to Standard Act |

Table 9.06.16—Bylaws—contents—directors' terms of office

| Statute | Section or article | Description |
|----------------|--------------------|----------------------------------|
| STANDARD | 883f-10(e) | Permissive; term of office |
| Alabama [2] | 2-10-58(5) | Similar to Standard Act |
| Alaska | 10.15.150 | Elected for term in bylaws |
| Arizona | 10-706(A)(5) | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Term of office as bylaws provide |
| Arkansas [2] | 77-910(e) | Similar to Standard Act |
| Arkansas [3] | 77-1010(e) | Similar to Standard Act |
| California [1] | 54116 | Similar to Standard Act |
| California [2] | 12600 | Term of office as bylaws provide |
| Colorado [1] | 7-55-103(b) | Similar to Standard Act |
| Colorado [2] | 7-56-111(e) | Similar to Standard Act |

Table 9.06.16—Bylaws—contents—directors' terms of office (continued)

| Statute | Section or article | Description |
|----------------------|-----------------------|--|
| Connecticut [1] | 33-185 | May provide classes, staggered terms |
| Delaware | 8521(c) | Shall regulate terms to make staggered terms effective |
| District of Columbia | 29-809(4) | May provide classification, rotating or overlapping terms |
| Florida [1] | 618.09(5) | Similar to Standard Act |
| Georgia | 65-207(e) | Similar to Standard Act |
| Hawaii | 421-8(3), 13(c) | Similar to Standard Act |
| Idaho | 22-2610(d) | Similar to Standard Act |
| Illinois [1] | 311 | Similar to Standard Act |
| Illinois [2] | 499(e) | Similar to Standard Act |
| Indiana | 15-7-1-9(e), 11(b) | Permissive; term of office, may provide staggered terms |
| Iowa [1] | 497.5 | Term as prescribed in bylaws |
| Kansas [1] | 17-1510 | Term of office as bylaws provide |
| Kansas [2] | 17-1609(e) | Similar to Standard Act |
| Kentucky [1] | 272.020(2) | Term of office as bylaws prescribe |
| Kentucky [2] | 272.151(2)(e) | Similar to Standard Act |
| Louisiana [1] | 78(5) | Similar to Standard Act |
| Louisiana [2] | 129(5) | Similar to Standard Act |
| Maine | 1826(3), 1871(3) | Similar to Standard Act |
| Michigan | 21.102 | Articles or bylaws may prescribe terms, number elected each year |
| Minnesota [1] | 308.09(1) | Terms as provided in bylaws |
| Minnesota [2] | 308.60(5) | Similar to Standard Act |
| Mississippi [1] | 79-17-17 | Similar to Standard Act |
| Mississippi [2] | 79-19-17 | Similar to Standard Act |
| Missouri [1] | 274.090(1)(5) | Similar to Standard Act |
| Missouri [2] | 357.080(1), 130 | Similar to Standard Act |
| Montana [1] | 35-15-203 | Hold office for time period provided in bylaws |
| Montana [2] | 35-16-312 | Term provided in bylaws |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [2] | 81.230(4)(b) | Similar to Standard Act |
| New Hampshire | 301:11(V) | Similar to Standard Act |
| New Jersey | 4:13-18 | Time, place, and manner of election; mandatory |
| New Mexico [1] | 53-4-9(4) | Similar to Standard Act |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(i), 111 | Terms in bylaws |
| North Carolina [1] | 54-123 | Terms as bylaws prescribe |
| North Carolina [2] | 54-136(5) | Similar to Standard Act |
| North Dakota | 10-15-25(3), (4), (5) | Permissive; provisions may modify statutory terms, replacement |
| Ohio | 1729.11(E) | Similar to Standard Act |
| Oklahoma [2] | 361i(e) | Similar to Standard Act |
| Oregon | 62.280(3) | Similar to Standard Act |

Table 9.06.16—Bylaws—contents—directors' terms of office (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| Pennsylvania [2] | 12121(3) | Similar to Standard Act |
| Rhode Island | 7-7-14 | Terms as bylaws provide |
| South Carolina [1] | 33-45-10 | For terms as bylaws provide |
| South Carolina [2] | 33-47-810(5) | Similar to Standard Act |
| South Dakota | 47-17-4 | Permissive; provisions may modify statutory terms, replacement |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(4) | Terms of office, overlapping terms |
| Texas [3] | 5746(e) | Similar to Standard Act |
| Utah | 5-1-8(c) | Similar to Standard Act |
| Vermont | 1001(4) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(c) | Similar to Standard Act |
| Virginia [2] | 13.1-319(c), 324(c) | Similar to Standard Act |
| Washington [1] | 23.86.080 | Terms of office as bylaws prescribe |
| Washington [2] | 24.32.070(5) | Similar to Standard Act |
| West Virginia | 19.4-8(e) | Similar to Standard Act |
| Wisconsin | 185.31(3) | Permissive; provisions may modify statutory term, replacement |
| Wyoming | 17-10-111 | May prescribe staggered terms |

Table 9.06.17—Bylaws—contents—directors' quorum

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-10(d) | Kentucky [2] | 272.151(2)(d) |
| Alabama [2] | 2-10-58(4) | Louisiana [1] | 78(4) |
| Arizona | 10-706(A)(4) | Louisiana [2] | 129(4) |
| Arkansas [2] | 77-910(d) | Maine | 1826 |
| Arkansas [3] | 77-1010(d) | Minnesota [2] | 308.60(4) |
| California [1] | 54115 | Mississippi [2] | 79-19-17(d) |
| Colorado [1] | 7-55-103(d) | Missouri [1] | 274.090(1)(3) |
| Colorado [2] | 7-56-111(d) | Missouri [2] | 357.130(2)(4) |
| Delaware | 8510(2) | Montana [3] | 35-17-304 |
| District of Columbia | 29-809(5) | Nevada [2] | 81.230(4)(b) |
| Florida [1] | 618.09(4) | New Hampshire | 301:11(1V) |
| Florida [2] | 619.06 | New Jersey | 4:13-18(c) |
| Georgia | 65-207(d) | New Mexico [1] | 53-4-9(5) |
| Hawaii | 421-8(4) | New Mexico [2] | 76-12-10 |
| Idaho | 22-2610(d) | North Carolina [2] | 54-136(4) |
| Illinois [2] | 449(d) | North Dakota | 10-15-26(2) |
| Indiana | 15-7-1-9(c) | Ohio | 1729.11(d) |
| Kansas [2] | 17-1609(d) | Oklahoma [1] | 342(c) |

Table 9.06.17—Bylaws—contents—directors' quorum (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|---------------|--------------------|
| Oklahoma [2] | 361i(d) | Texas [1] | 1396-50.01(12)(5) |
| Oregon | 62.285(4) | Texas [3] | 5746(d) |
| Pennsylvania [2] | 12121(4) | Utah | 3-1-8(d) |
| Rhode Island | 7-7-6(m) | | |
| South Carolina [2] | 33-47-810(4) | Vermont | 1001(3) |
| | | Virginia [1] | 13.1-301.2(c) |
| South Dakota | 47-17-9 | Virginia [2] | 13.1-319(d) |
| Tennessee | 14-16-114 | West Virginia | 19-4-8(d) |
| | | Wisconsin | 185.32(2) |

Table 9.06.18—Bylaws—contents—board committees

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-12 | May provide for executive committee, allot functions, powers |
| Alaska | 10.15.170 | If bylaws provide, board may elect executive committee |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| California [1] | 54146 | Similar to Standard Act |
| Colorado [2] | 7-56-113(3) | Similar to Standard Act |
| District of Columbia | 29-818 | Executive committee elected according to articles or bylaws |

| | | |
|------------------|--------------|---|
| Florida [1] | 618.12(3) | Similar to Standard Act |
| Hawaii | 421-13(e) | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(f) | Similar to Standard Act |
| Iowa [3] | 499.36(3) | Similar to Standard Act |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(6) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maine | 1871(5) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(6) | Similar to Standard Act |
| New Hampshire | 301:21 | Similar to Standard Act |
| New Jersey | 4:13-19 | May appoint executive committee if bylaws provide |
| New Mexico [1] | 53-4-18 | Similar to Standard Act |
| New York | 14(i) | May describe powers, duties of committees |
| North Dakota | 10-15-27 | Board may elect an executive committee if bylaws permit |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oregon | 62.290(1) | Bylaws may permit board to elect an executive committee |
| Pennsylvania [2] | 12122(b)(5) | Bylaws permit board to delegate to executive committee |

Table 9.06.18—Bylaws—contents—board committees

| Statute | Section or article | Description |
|---------------|--------------------|---|
| South Dakota | 47-17-12 | Board may elect executive committee if bylaws provide |
| Tennessee | 43-16-119 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(c) | Similar to Standard Act |
| Utah | 3-1-13(V) | Similar to Standard Act |
| Vermont | 1012 | Similar to Standard Act |
| Virginia [2] | 13.1-324(e) | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.33(1) | Board may elect executive committee if bylaws provide |

Table 9.06.19—Bylaws—contents—qualifications, duties of officers

| Statute | Section or article | Description |
|----------------|-----------------------|--|
| STANDARD | 883f-10(e) | Permissive; qualifications, compensation, duties, term of office |
| Alabama [2] | 2-10-58(5) | Similar to Standard Act |
| Arizona | 10-706(A)(5) | Similar to Standard Act |
| Arkansas [1] | 64-1510 | Mandatory, duties |
| Arkansas [2] | 77-910(e) | Similar to Standard Act |
| Arkansas [3] | 77-1010(e) | Similar to Standard Act |
| California [1] | 54116 | Similar to Standard Act |
| Colorado [1] | 7-55-103(e), (f), 105 | Permissive; compensation, number, extent of authority |

| | | |
|----------------------|-------------------|--|
| Colorado [2] | 7-56-111(c), -114 | Similar to Standard Act, extent of authority |
| Delaware | 8510(3) | Provision mandatory |
| District of Columbia | 29-809(4) | Similar to Standard Act |
| Florida [1] | 618.09(5) | Similar to Standard Act |
| Georgia | 65-207(e) | Similar to Standard Act |
| Hawaii | 421-8(3) | Similar to Standard Act |
| Idaho | 22-2610(e) | Similar to Standard Act |
| Illinois [2] | 449(e) | Similar to Standard Act |
| Indiana | 15-7-1-9, 12 | Similar to Standard Act |
| Kansas [1] | 17-1512 | Duties required |
| Kansas [2] | 17-1609(e) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(e) | Similar to Standard Act |
| Louisiana [1] | 78(5) | Similar to Standard Act |
| Louisiana [2] | 129(5) | Similar to Standard Act |
| Maine | 1826(3) | Similar to Standard Act |
| Michigan | 21-102 | In either articles or bylaws |
| Minnesota [2] | 308.60(5) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(e) | Similar to Standard Act |

Table 9.06.19—Bylaws—contents—qualifications, duties of officers (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Missouri [1] | 274.090(5) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(5) | Similar to Standard Act |
| Montana [2] | 35-16-207 | Duties specified |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| New Hampshire | 301:11(V) | Similar to Standard Act |
| New Jersey | 4:13-18(d) | Mandatory, powers and duties |
| New Mexico [1] | 53-4-9(4) | Similar to Standard Act |
| New Mexico [2] | 76-12-10(e) | Similar to Standard Act |
| New York | 14(i) | Powers and duties of officers |
| North Carolina [1] | 54-116(5) | Mandatory; compensation and duties |
| North Carolina [2] | 54-136(5) | Similar to Standard Act |
| Ohio | 1729.11(E) | Similar to Standard Act |
| Oklahoma [1] | 342(d) | Mandatory; terms, appointment and removal, powers, duties, compensation |
| Oklahoma [2] | 361o | Similar to Standard Act |
| Oregon | 62.295(1)-(3) | Authority and duties as bylaws provide |
| Pennsylvania [1] | 12014 | Permissive; eligibility, qualifications, responsibilities, remunerations |
| Pennsylvania [2] | 1212(3) | Permissive; number, qualification, eligibility, duties, term |
| Rhode Island | 7-7-6(m) | Permissive, any matter or thing relative to officers |

| | | |
|--------------------|-------------------|--|
| South Carolina [2] | 33-47-810(5) | Similar to Standard Act |
| South Dakota | 47-17-16 | Authority and duties as bylaws provide |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(4) | Similar to Standard Act |
| Texas [3] | 5746(c) | Similar to Standard Act |
| Utah | 3-1-8(c) | Similar to Standard Act |
| Vermont | 1001(4) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(c) | Similar to Standard Act |
| Virginia [2] | 13.1-319(c) | Similar to Standard Act |
| West Virginia | 19-4-8(e) | Similar to Standard Act |
| Wisconsin | 185.35(1)-(3) | Authority and duties as bylaws provide |

Table 9.06.20—Bylaws—contents—charge for services

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|---------------|--------------------|
| STANDARD | 883f-10(h) | Georgia | 65-207(h) |
| Alabama [2] | 2-10-58 | Hawaii | 22-2610(g) |
| Arizona | 10-706(A)(9) | Illinois [2] | 449(h) |
| Arkansas [2] | 77-910(h) | Indiana | 15-7-1-9(i) |
| Arkansas [3] | 77-1010(i) | Iowa [3] | 499.26 |
| California [1] | 54119 | Kansas [2] | 17-1609(h) |
| Colorado [2] | 7-56-111(h) | Kentucky [2] | 272.151(2)(h) |
| Florida [1] | 618.09(7) | Louisiana [1] | 78(9) |
| Florida [2] | 619.06(4) | Louisiana [2] | 129(8) |

Table 9.06.20—Bylaws—contents—charge for services (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Minnesota [2] | 308.60(8) | Oklahoma [1] | 342(e) |
| Mississippi [2] | 79-19-17(h) | Oklahoma [2] | 361i(h) |
| Missouri [1] | 274.090(9) | South Carolina [2] | 33-47-810(8) |
| Montana [3] | 35-17-307 | Tennessee | 43-16-114 |
| Nevada [1] | 81.090(7) | Texas [2] | 2523 |
| New Hampshire | 301:11(V111) | Texas [3] | 5746(h) |
| New Jersey | 4:13-18(f) | Vermont | 1001(7) |
| New Mexico [2] | 76-12-10(h) | West Virginia | 19-4-8(h) |
| North Carolina [2] | 54-136(8) | | |
| Ohio | 1729.11(h) | | |

Table 9.06.21—Bylaws—contents—marketing contract

| Statute | Section or article | Description |
|-------------------|--------------------------|--|
| STANDARD | 883f-10(h) | Permissive; marketing contract |
| Alabama [2] | 2-10-58(8) | Similar to Standard Act |
| Arizona | 10-706(B), 10-706(A)(10) | See text for special renewal provisions |
| Arkansas [2] | 77-910(h) | Similar to Standard Act |
| Arkansas [3] | 77-1010(i) | Similar to Standard Act, with producing, renting, leasing |
| California [1] | 54119 | Similar to Standard Act |
| Colorado [2] | 7-56-111(h) | Similar to Standard Act |
| Delaware | 8511 | Similar to Standard Act |
| Florida [1] | 618.09(8) | Similar to Standard Act |
| Georgia | 65-207(h) | Similar to Standard Act |
| Hawaii | 421-18 | Similar to Standard Act |
| Idaho | 22-2610(h) | Similar to Standard Act |
| Illinois [2] | 449(h) | Similar to Standard Act |
| Kansas [2] | 17-1609(h) | Similar to Standard Act |
| Kentucky [2] | 272.151(h) | Similar to Standard Act |
| Louisiana [1] | 78(9) | Similar to Standard Act, with renting or leasing |
| Louisiana [2] | 129(8) | Similar to Standard Act |
| Maine | 1826(5) | Making contracts |
| Massachusetts [3] | 13 | Permissive; approved or established form of marketing contract |
| Minnesota [2] | 308.60(8) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(h) | Similar to Standard Act |
| Missouri [1] | 274.090(10) | Similar to Standard Act |
| Montana [3] | 35-17-307 | Similar to Standard Act |
| New Hampshire | 301:11(V111) | Similar to Standard Act |
| New Jersey | 4:13-27 | May require members to sell exclusively through association |
| New Mexico [2] | 76-12-10(h) | Similar to Standard Act |

Table 9.06.21—Bylaws—contents—marketing contract (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New York | 70(1), (2) | Similar to Standard Act |
| North Carolina [2] | 54-136(8) | Similar to Standard Act |
| Ohio | 1729.11(h) | Similar to Standard Act |
| Oklahoma [2] | 361i(h) | Similar to Standard Act |
| Oregon | 62.355(1) | Contracts in bylaws are valid |
| Pennsylvania [2] | 12121(5) | Permissive; rules for making contracts |
| South Carolina [2] | 33-47-810(10) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746 | Similar to Standard Act |
| Utah | 3-1-8(e) | Marketing contracts |
| Vermont | 1001(7) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(e) | Marketing contracts |
| Virginia [2] | 13.1-319(e) | Marketing contracts |
| West Virginia | 19-4-8(h) | Similar to Standard Act |

Table 9.06.22—Bylaws—contracts—liquidated damages

| Statute | Section or article | Statute | Section or article |
|-------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-18 | Minnesota [2] | 308.69 |
| | | Mississippi [2] | 79-19-33 |
| Alabama [2] | 2-10-65 | | |
| Arizona | 10-716(0) | Missouri [1] | 274.210(1) |
| Arkansas [2] | 77-917 | Montana [3] | 35-17-401 |
| Arkansas [3] | 77-1017(a) | New Hampshire | 301:32 |
| California [1] | 54264 | New Jersey | 4:13-28 |
| | | New York | 70(2) |
| Colorado [2] | 7-56-120 | | |
| Connecticut [2] | 33-213 | North Carolina [2] | 54-152 |
| Delaware | 8511 | Ohio | 1729.18 |
| Florida [1] | 618.18(1) | Oklahoma [1] | 343 |
| Florida [2] | 619.07(6) | Oregon | 62.355(2) |
| | | Pennsylvania [2] | 12125(b) |
| Georgia | 65-215 | | |
| Idaho | 22-2617 | South Carolina [2] | 33-47-1120 |
| Illinois [2] | 458 | Tennessee | 43-16-134 |
| Indiana | 15-7-1-16.1(a) | Texas [3] | 5753 |
| Kansas [2] | 17-1616 | Vermont | 1019 |
| | | Virginia [2] | 13.1-329(b) |
| Kentucky [2] | 272.221(2) | | |
| Louisiana [2] | 137 | Washington [2] | 24.32.210 |
| Massachusetts [3] | 13 | West Virginia | 19-4-17 |
| | | Wyoming | 17-10-121(b) |

Table 9.06.23—Bylaws—contents—net margins distribution

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alaska | 10-15.275 | Net proceeds or savings distributed as provided in bylaws |
| Arkansas [1] | 64-1510 | Required, methods |
| Arkansas [3] | 77-1010(j) | Permissive; method, time and manner of allotment, distribution of surplus |
| California [2] | 1245(h) | Permissive; method of returning and distributing net savings or earnings |
| Colorado [1] | 7-55-107(g) | Power to adopt bylaws for earnings distribution |
| Connecticut [1] | 33-193 | Distribution of profits or earnings as is prescribed in bylaws |
| District of Columbia | 29-809(6) | Method of distributing net savings |
| Illinois [1] | 319, 323 | May specify distribution methods |
| Indiana | 15-7-1-13(f), (g) | Distribution of net earnings or savings |
| Iowa [1] | 497.20 | Net margins distributed when bylaws demand |
| Kansas [1] | 17-1512 | Permissive; manner of distributing profits |
| Kansas [2] | 17-1609(j) | Permissive; manner of distributing profits |
| Kentucky [1] | 272.010(1) | Profits distributed as in bylaws |
| Louisiana [1] | 78(10) | Manner, method, time of allotment and distribution of surpluses |
| Maryland [1] | 5-525(a) | Time and manner described in bylaws |
| Massachusetts [1] | 2 | Shall distribute profits in manner described in bylaws |
| Michigan | 21-102 | Permissive; manner of distributing earnings on cooperative plan |
| Minnesota [1] | 308.03 | Shall be distributed in manner and to those described in bylaws |
| Missouri [2] | 357.130(1) | Distribution at such time and manner as bylaws may provide |
| Montana [1] | 35-15-412 | Distributed to those entitled as bylaws state |

| | | |
|------------------|---------------------|--|
| Nevada [2] | 81.240(1), (2) | Shall provide for time and manner of profits distribution |
| New Mexico [1] | 53-4-31, 51-15-9(6) | Permissive; method of distributing net savings |
| New York | 72 | Basis of calculation in bylaws |
| North Dakota | 10-15-33(3)-(6) | Articles or bylaws provide surplus not income, distributed in bylaws |
| Oregon | 62.415(1) | Apportioned, distributed and paid in such manner as bylaws provide |
| Pennsylvania [1] | 12015 | Paid to members as provided in bylaws |
| Pennsylvania [2] | 12126 | Loss provisions, persons eligible, specified in bylaws |
| South Dakota | 47-16-51 | Net proceeds distributed unless bylaws provide otherwise |
| Texas [1] | 1396-50.01(12)(6) | Method of distributing net margins |
| Texas [2] | 2518 | Add to surplus or divide among members as bylaws prescribe |
| Vermont | 13.1-306 | May prescribe terms and conditions for participation in earnings |
| Washington [1] | 23.86.170 | Profits or net earnings distributed as bylaws provide |
| Wisconsin | 185.45(3) | Net proceeds distributed unless bylaws provide otherwise |

Table 9.06.24—Bylaws—contents—investment of reserves

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883d-6(e) | May provide for investment of reserves |
| Alabama [2] | 2-10-54 | Similar to Standard Act |
| Alabama [3] | 2-10-103 | Board may use or distribute reserves as proper under bylaws |
| Arkansas [2] | 77-906(e) | Similar to Standard Act |

Table 9.06.24—Bylaws—contents—investment of reserves (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Arkansas [3] | 77-1006(e) | Similar to Standard Act |
| California [1] | 54175 | Similar to Standard Act |
| Colorado [2] | 7-56-107 | Similar to Standard Act |
| Connecticut [1] | 23-199 | Similar to Standard Act |
| Delaware | 8536 | Use of reserves subject to terms and conditions in bylaws |
| Florida [1] | 618.07(6) | Similar to Standard Act |
| Georgia | 65-213(e) | Similar to Standard Act |
| Idaho | 22-2606(e) | Similar to Standard Act |
| Illinois [2] | 445 | Similar to Standard Act |
| Kansas [2] | 17-1605(f) | Similar to Standard Act, includes investment in facilities, subsidiaries |
| Louisiana [1] | 74(6) | Similar to Standard Act |
| Louisiana [2] | 125(5) | Similar to Standard Act |
| Maryland | 5-504(8) | Similar to Standard Act |
| Massachusetts [3] | 11 | Similar to Standard Act |
| Minnesota [2] | 308.56(5) | Similar to Standard Act |
| Mississippi [1] | 79-17-27 | Used or distributed as proper under the bylaws |
| Mississippi [2] | 79-19-9(e) | Similar to Standard Act |
| Montana [3] | 35-17-106 | Similar to Standard Act |
| New Hampshire | 301:3(VII) | Invest in bonds or other property as bylaws provide |
| New Jersey | 4:13-16(j) | Invest funds, working capital, revolving funds as in bylaws |
| New Mexico [2] | 76-12-6(e) | May be deposited or invested in securities as bylaws provide |
| New York | 14(f) | Similar to Standard Act |
| North Carolina [1] | 54-116(10) | Manner in which reserve funds shall be accumulated |
| North Carolina [2] | 54-151(5) | Similar to Standard Act |
| Ohio | 1729.03(E) | Similar to Standard Act |
| Oklahoma [1] | 336(m) | Similar to Standard Act |
| Oklahoma [2] | 361e(e) | Deposited or invested in securities approved by bylaws |
| Pennsylvania [2] | 12112(11) | Similar to Standard Act |
| South Carolina [2] | 33-47-230(5) | Similar to Standard Act |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [3] | 5742 | Similar to Standard Act |
| Utah | 3-1-9(d) | Similar to Standard Act, with additions |
| Vermont | 994(7) | Similar to Standard Act |
| Virginia [2] | 13.1-320 | Similar to Standard Act |
| Washington [2] | 24.32.050(5) | Similar to Standard Act |
| West Virginia | 19-4-4(e) | Similar to Standard Act |
| Wyoming | 17-10-109 | Similar to Standard Act |

Table 9.06.25—Bylaws—contents—stock ownership limits

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-14 | May limit amount of stock owned to less than statutory, one-twentieth |
| Alabama [2] | 2-10-62 | May limit to less than 20 percent |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [1] | 54236 | May limit amount owned |
| Colorado [2] | 7-56-116(4) | May limit amount of stock a member may own |
| Florida [1] | 618.15 | May limit amount of stock owned to less than one-third |
| Georgia | 65-206 | May limit to less than 20 percent |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.4 | Similar to Standard Act |
| Indiana | 15-7-1-13(c) | May limit amount owned |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(4) | May limit amount owned |
| Louisiana [2] | 133 | May limit to less than one-tenth |
| Michigan | 21.102 | Articles or bylaws may limit amount owned |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [3] | 35-17-302 | Similar to Standard Act |
| North Carolina [2] | 54-148(d) | May limit amount owned |

| | | |
|--------------------|--------------|---|
| Ohio | 1729.10(E) | Similar to Standard Act |
| South Carolina [2] | 33-47-640 | Similar to Standard Act |
| Texas [3] | 5750 | Similar to Standard Act |
| Washington [2] | 24.32.160 | May limit to less than 10 percent |
| West Virginia | 19-4-13 | May limit amount of common stock a member may own |
| Wyoming | 17-10-110(4) | May limit to less than 20 percent |

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions

| Statute | Section or article | Description |
|----------------|---------------------|---|
| STANDARD | 883f-14 | Bylaws shall prohibit transfer of common stock to nonproducers |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Arizona | 10-706(A)(13) | Permissive; manner of assignment and transfer |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1007(a), 1010(j) | Nontransferable except as in articles or bylaws; manner of transfer |
| California [1] | 54237 | Similar to Standard Act |
| Colorado [1] | 7-55-101(d) | Bylaws may limit transfer, assignment and give conditions |
| Colorado [2] | 7-56-116(6) | Similar to Standard Act |
| Delaware | 8510(4) | Permissive; regulations on sale, transfer, redemption |
| Florida [1] | 618.15 | Similar to Standard Act |
| Florida [2] | 619.03 | May provide for or against, terms and conditions of transfer |

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Georgia | 65-206 | Similar to Standard Act |
| Hawaii | 421-8(5) | May limit transfer |
| Idaho | 22-1614, 2610(i) | Similar to Standard Act, manner of transfer |
| Illinois [2] | 454.6 | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Permissive, manner of transfer or assignment |
| Kansas [2] | 17-1609(i) | Permissive; manner of transfer or assignment |
| | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(1) | Shall not be transferable except as in articles or bylaws |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maine | 1826(5) | May provide for transfer of stock |
| Michigan | 21.103 | May limit and regulate transfer in articles or bylaws |
| Minnesota [1] | 308.07(9) | Shall provide first rights of purchase for any class |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Missouri [1] | 274.090(13) | Permissive; manner of assignment of interests |
| Missouri [2] | 357.130(2)(7) | Permissive; limit and regulation on transfer |
| Montana [3] | 35-17-302(4) | Similar to Standard Act |
| Nevada [1] | 81.030(4) | Permissive; restriction or conditions to membership transfer |
| Nevada [3] | 81.430(4) | May prohibit transfer on established terms and conditions |
| New Hampshire | 301:30 | Similar to Standard Act |
| New Jersey | 4:13-23 | Certificates not transferable except as in articles or bylaws |
| New Mexico [2] | 76-12-10(i) | Permissive; method, time, manner for assignment and transfer |
| New York | 14(h) | Methods of transfer of membership, certificates |
| | 40 | Transferable only as in law, articles or bylaws |
| North Carolina [1] | 54-116(9), 119 | Conditions for transfer; only to those eligible in bylaws |
| North Carolina [2] | 54-148(g) | Similar to Standard Act |
| Ohio | 1729.10(1) | Similar to Standard Act |
| | 1729.11(1) | Permissive; time, manner of assignment, transfer |
| Oklahoma [1] | 342 | Mandatory rule governing transfer |
| | 338 | Membership nontransferable except authorized in bylaws, acquisition |
| Oklahoma [2] | 361i(i) | Permissive; manner of assignment and transfer |
| Pennsylvania [1] | 12004 | Stock transferable in accordance with bylaws |
| Pennsylvania [2] | 12121(5) | Permissive; issuance, redemption, transfer |
| Rhode Island | 7-7-9 | Membership nontransferable unless bylaws provide otherwise |
| | 7-7-6(m) | Permissive; any matter or thing relative to transfer |
| South Carolina [2] | 33-47-650 | Similar to Standard Act, manner of assignment, transfer |
| Tennessee | 43-16-128 | Similar to Standard Act |
| Texas [3] | 5750 | Similar to Standard Act |
| Utah | 3-1-8(e) | Permissive; issuance, retirement and transfer |
| Vermont | 1001(8) | Permissive; manner of assignment and transfer |

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Virginia [1] | 13.1-301.2(e) | Permissive; retirement and transfer of stock |
| Virginia [2] | 13.1-319(e) | Permissive; retirement and transfer of stock |
| | 13.1-322(c) | Similar to Standard Act |
| Washington [2] | 24.32.160 | Similar to Standard Act, may prohibit transfer to nonactive members |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.11(3) | No member may transfer membership except as permitted |
| Wyoming | 17-10-110(6) | Similar to Standard Act |

Table 9.06.27—Bylaws—contents—dividends on stock

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| California [1] | 54120 | May prescribe dividends on stock |
| Colorado [1] | 7-55-101, 103(j) | Dividends on stock or equity capital limited according to bylaws |
| Kansas [2] | 17-1609(j) | Permissive; amount which may be paid |
| North Carolina [1] | 54-116(11) | Mandatory; manner in which dividends determined and paid |
| South Carolina [1] | 33-45-180 | Dividends paid at such time as bylaws prescribe |
| Utah | 3-1-11(a) | Dividends may be cumulative if so provided in bylaws |

Table 9.06.28—Bylaws—contents—other provisions

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Arkansas [1] | 64-1510 | Provision that will make the corporation an effective business organization |
| California [2] | 12451(i) | Permissive; other rules and regulations |
| Colorado [1] | 7-55-103(m) | As may be proper to carry out association purposes |
| Delaware | 8510(5) | Permissive; provisions deemed proper and necessary |
| District of Columbia | 29-809(7) | May specify discretionary or other provisions |
| Hawaii | 421-8(5) | Rules consistent with law and articles for management of association |
| Iowa [3] | 499.46 | Permissive; fiscal or internal affairs of association |
| Kansas [1] | 17-1512 | Provisions that will make this association an effective business organization |
| Maine | 1826(5) | Rules for management, consistent with law and articles |
| Missouri [2] | 357.130(2)(8) | Business activities provided powers may not be expanded |
| Nebraska [2] | 21-1405(1) | Permissive; control, operation, others; pertaining to affairs |
| Nevada [2] | 81.230(4)(j) | Other things as may be proper to carry out association purposes |
| New Jersey | 4:13-18(h), (i) | Dissolution; other provisions proper and necessary |
| New Mexico [2] | 53-4-9(7) | May specify discretionary or other provisions |
| Ohio | 1729.11(j) | Other provision relative to control, regulation, operation |
| Oklahoma [1] | 342(g) | Mandatory; proper and necessary to carry out purposes |
| Pennsylvania [2] | 12121(5) | Provisions for management of association |
| | 12121(6) | Permissive; necessary or proper to carry out purposes |

Table 9.06.28—Bylaws—contents—other provisions (continued)

| Statute | Section or article | Description |
|--------------|--------------------|--|
| Rhode Island | 7-7-6(m) | Permissive; pertaining to affairs; relative to financing, indebtedness |
| Texas [1] | 1396-50.01(12)(8) | Various discretionary provisions of act, provisions incident |
| Utah | 3-1-8(g) | Rules for management, consistent with law and purpose |
| Virginia [1] | 13.1-301.2(e) | Rules for management of association |
| Virginia [2] | 13.1-319(e) | Rules for management of association |

Table 9.06.29—Bylaws and contents—violation of bylaws

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-10(f) | Permissive; penalties for violations of the bylaws |
| Alabama [2] | 2-10-58(6) | Similar to Standard Act |
| Arizona | 10-706(A)(6) | Similar to Standard Act |
| Arkansas [2] | 77-910(f) | Similar to Standard Act |
| Arkansas [3] | 77-1010(f) | Similar to Standard Act |
| California [1] | 54117 | Similar to Standard Act |
| Colorado [2] | 7-56-111(f) | Similar to Standard Act |
| Florida [1] | 618.09(6) | Similar to Standard Act |
| Georgia | 65-207(f) | Similar to Standard Act |
| Hawaii | 421-8(6) | Similar to Standard Act |
| Idaho | 22-2610(f) | Similar to Standard Act |

| | | |
|--------------------|---------------|---|
| Illinois [2] | 449(f) | Similar to Standard Act |
| Indiana | 15-7-1-9(k) | Similar to Standard Act |
| Iowa [3] | 499.18 | Directors may expel members for bylaws violation |
| Kansas [2] | 17-1609(f) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(f) | Similar to Standard Act |
| Louisiana [1] | 78(6) | Similar to Standard Act |
| Louisiana [2] | 129(6) | Similar to Standard Act |
| Maine | 1826(6) | Similar to Standard Act |
| Michigan | 21.108 | Five year failure to return dividends in bylaws justifies dissolution |
| Minnesota [1] | 308.07(9) | Board may require stock surrender for repeated, intentional violation |
| Minnesota [2] | 308.60(6) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(f) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(6) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(6) | Similar to Standard Act |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nevada [3] | 81.500(d) | Power to forfeit membership for violation of bylaws |
| New Hampshire | 301:11(VI) | Reasonable penalties may be prescribed |
| New Mexico [2] | 76-12-10 | Similar to Standard Act |
| New York | 14(i) | Procedures and liabilities for violations of bylaws |
| North Carolina [2] | 54-136(6) | Similar to Standard Act |

Table 9.06.29—Bylaws and contents—violation of bylaws (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Ohio | 1729.11(F) | Similar to Standard Act |
| Oklahoma [2] | 361i(f) | Similar to Standard Act |
| Pennsylvania [1] | 12018 | Fines for breach of bylaws, business rules |
| Pennsylvania [2] | 12121(7) | Similar to Standard Act |
| South Carolina [2] | 33-47-810(6) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(f) | Similar to Standard Act |
| Utah | 3-1-8(c) | Similar to Standard Act |
| Vermont | 1001(5) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(f) | Similar to Standard Act |
| Virginia [2] | 13.1-319(f) | Similar to Standard Act |
| West Virginia | 19-4-8(f) | Similar to Standard Act |

Table 9.07—Bylaws—amendment of bylaws

| Statute | Section or article | Description |
|-------------------|--------------------|--|
| Alabama [3] | 2-10-93 | Members may amend or repeal as provided in bylaws |
| Alaska | 10.15.010(11) | Power to alter generally |
| | 10.15.015 | Members may alter, amend, repeal or adopt |
| Arizona | 10-706(B) | Power to renew with new contract |
| Arkansas [3] | 77-1010 | Form and manner of amendment, majority vote or written assent |
| California [1] | 54111 | Majority voting power or written assent, power to board by majority voting power |
| Colorado [1] | 7-55-103 | Amended or modified as bylaws provide |
| Delaware | 8510(6) | Methods must be in bylaws, power may be given to board |
| Florida [1] | 618.09 | Majority of members at meeting, with notice of amendment |
| Idaho | 22-2610 | Two-thirds vote of members present at meeting, majority of all mail votes |
| Illinois [2] | 449 | Bylaws shall specify by board or members, and voting power needed |
| Indiana | 15-7-1-9 | Power to amend in board unless articles provide otherwise |
| Iowa [3] | 499.46 | 75 pct. director vote, or 75 pct. voting members, or as in articles or bylaws |
| Kentucky [2] | 272.151(4) | Two-thirds vote of board members |
| Louisiana [1] | 78(7) | Method may be specified in bylaws |
| Louisiana [2] | 129 | Majority vote, written assent, or board of directors to amend |
| Maine | 1826 | Members may amend bylaws from time-to-time |
| Maryland | 5-511(c) | Two-thirds of persons voting in person or by mail |
| Massachusetts [3] | 13 | Notice of vote required |
| Michigan | 21.102 | Shareholders shall have the power to amend bylaws |
| Minnesota [1] | 308.15(2) | By majority vote at meeting or by mail |
| Mississippi [1] | 79-17-15 | Vote of majority of members present at meeting, due notice |
| Mississippi [2] | 79-19-17 | Vote of majority of members present at meeting, due notice |
| Missouri [1] | 274.090(6) | Mode, manner and vote required in bylaws |
| Montana [1] | 35-15-206 | By majority voting or as otherwise provided in bylaws |
| Montana [2] | 35-16-208 | Two-thirds member vote or voting power, may delegate to board by like vote |

Table 9.07—Bylaws—amendment of bylaws (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Nevada [1] | 81.080(2) | Power in members, but may delegate to directors as described |
| Nevada [2] | 81.230(2) | Vote of majority of all members |
| Nevada [3] | 81.470(2) | Powers in members, may confer to board with majority vote or in articles |
| New Jersey | 4:13-18 | Method for amendment must be in bylaws |
| New Mexico [1] | 53-4-8 | Majority vote of members voting |
| New Mexico [2] | 76-12-10 | Bylaws shall provide for member amendment and adoption amendment |
| New York | 16,111 | Bylaws may permit board amendment, rules given |
| North Carolina [2] | 54-136 | Special provisions; power in board with limitations |
| North Dakota | 10-15-11 | Subject to member amendment or repeal at any time |
| Ohio | 1729.11 | Bylaws shall provide for amendment and vote required |
| Oklahoma [1] | 342(f) | Bylaws must describe; shall be adopted at meeting |
| Oklahoma [2] | 361i | Bylaws shall provide for amendment by members |
| Oregon | 62.125(11) | Power to alter generally |
| | 62.135 | Members may alter, amend, repeal or adopt |
| Pennsylvania [1] | 12020 | By consent of members present at special meeting, notice |
| Pennsylvania [2] | 12121(a) | As provided in articles or bylaws; limits on board powers |
| Rhode Island | 7-7-7 | Two-thirds vote of members present at meeting, quorum, notice |
| South Carolina [2] | 33-47-810 | Majority vote of members at meeting |
| South Dakota | 47-15-19 | Majority of members may amend unless bylaws provide otherwise |
| Texas [1] | 1396-50.01(11) | Simple majority vote of members, unless bylaws or articles increase |
| Utah | 3-1-8 | Adopted, amended or repealed by vote of members |
| Vermont | 1000(a), (b) | Adopted, amended, repealed by majority vote of members, delegate provision |
| Virginia [1] | 13.1-301.2 | Board vote, two-third member voting, limits on board powers |
| Virginia [2] | 13.1-319 | Board vote, two-third member voting, limits on board powers |
| Washington [2] | 24.32.090 | Two-third of members voting, provided 25 percent of all members vote |
| Wisconsin | 185.07 | Subject to member amendment, repeal, majority voting, bylaws may modify |

Table 10.01—Membership—member defined

| Statute | Section or Article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-2(b) | Actual members if no capital stock; holders of common stock |
| Alabama [2] | 2-10-50(2) | Similar to Standard Act |
| Alaska | 10.15.595(9) | Person who is qualified and accepted as member |
| Arizona | 10-701(5) | Includes members of associations, defines active member |
| Arkansas [2] | 77-902(b) | Similar to Standard Act |
| Arkansas [3] | 77-1002(b) | Holder of membership if no capital stock, or holder of common stock |
| California [1] | 54003 | Similar to Standard Act |
| California [2] | 12204 | Shareholder means holder of share of stock or a member |
| Colorado [2] | 7-56-103(3) | Similar to Standard Act |
| District of Columbia | 29-801(2) | Includes members in stock and nonstock associations |
| Florida [1] | 618.01(2) | Similar to Standard Act |
| Georgia | 65-201(b) | Similar to Standard Act |
| Hawaii | 421-1(5) | Similar to Standard Act |
| Idaho | 22-2602(b) | Similar to Standard Act |
| Illinois [2] | 441(b) | Similar to Standard Act |
| Indiana | 15-7-1-2(b) | For nonstock admitted as in bylaws; for stock, holders of voting stock |
| Iowa [3] | 499.2 | Similar to Standard Act |
| Kansas [2] | 17-1602(b) | Similar to Standard Act |
| Kentucky [1] | 272.010(2c) | Similar to Standard Act; not holders of common stock |
| Kentucky [2] | 272.011(3) | Holder of membership or holder of voting stock |
| Louisiana [1] | 72(2) | Similar to Standard Act |
| Louisiana [2] | 122(2) | Similar to Standard Act |
| Maine | 1774(7) | Similar to Standard Act |
| Maryland | 5-501(c) | Person who owns stock or holds a membership certificate |
| Minnesota [1] | 308.06(2) | Holders of voting common stock deemed members |
| Minnesota [2] | 308.52(3) | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | Members may or may not be shareholders, no vote if not |
| Mississippi [2] | 79-19-3(b) | Similar to Standard Act |
| Missouri [1] | 274.020(3) | Actual members if no capital stock |
| Montana [3] | 35-17-103 | Similar to Standard Act |
| Nebraska [2] | 21-1401 | Person who owns certificate of membership |
| New Hampshire | 301.1 | Similar to Standard Act |
| New Jersey | 4:13-1 | Similar to Standard Act |
| New Mexico [1] | 53-4-1 | Not only member in nonstock but also stock association |
| New Mexico [2] | 76-12-3 | Similar to Standard Act |
| New York | 3(e) | Holder of membership however evidenced, and member association |
| North Carolina [2] | 54-130(4) | Similar to Standard Act |
| North Dakota | 10-15-01(5) | Person who is qualified and accepted as member |
| Ohio | 1729.01(c) | Similar to Standard Act |

Table 10.01—Membership—member defined (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Oklahoma [1] | 331 | Member of association |
| Oklahoma [2] | 361b(b) | Similar to Standard Act |
| Oregon | 62.015(1)(f) | Person who is qualified and accepted as member |
| Pennsylvania [2] | 12104(5) | Similar to Standard Act |
| Rhode Island | 7-7-1 | Holder of membership if no capital stock, or holder of common stock |
| South Carolina [2] | 33-47-20(2) | Similar to Standard Act |
| South Dakota | 47-15-1(5) | Person who is qualified and accepted as member |
| Tennessee | 43-16-103 | Similar to Standard Act |
| Texas [3] | 5738(b) | Similar to Standard Act |
| Utah | 3-1-2(g) | Similar to Standard Act |
| Vermont | 991(7) | Similar to Standard Act |
| Virginia [2] | 13.1-313(e) | Holder of membership if no capital stock, or holder of common stock |
| Washington [2] | 24.32.010(2) | Similar to Standard Act |
| West Virginia | 19-4-1(b) | Similar to Standard Act |
| Wisconsin | 185.01(5) | Person who is qualified and accepted as member |
| Wyoming | 17-10-102(2) | Similar to Standard Act |

Table 10.02—Membership—fostering membership

| Statute | Section or article |
|------------------|--------------------|
| Delaware | 8508(11) |
| New Jersey | 4:13-16(k) |
| Oklahoma [1] | 336(k) |
| Pennsylvania [2] | 12112(12) |

Table 10.03.01—Membership—qualifications—bylaws

| Statute | Section or article | Description |
|----------------|--------------------|---|
| STANDARD | 883f-7(a) | Under terms and conditions prescribed in the bylaws |
| Alabama [2] | 2-10-55 | Similar to Standard Act |
| Alabama [3] | 2-10-97 | Similar to Standard Act |
| Alaska | 10.15.020 | Shall set qualifications for membership |
| Arizona | 10-708 | Similar to Standard Act |
| Arkansas [1] | 64-1510 | Bylaws shall prescribe manner of becoming a member |
| Arkansas [2] | 77-907(a) | Similar to Standard Act |
| Arkansas [3] | 77-1007 | Similar to Standard Act |
| California [1] | 54121 | Similar to Standard Act |
| Colorado [1] | 7-55-101(d) | Under uniform terms and conditions in bylaws |
| Colorado [2] | 7-56-108(1) | Similar to Standard Act |

Table 10.03.01—Membership—qualifications—bylaws (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Colorado [3] | 7-57-101 | Under uniform terms and conditions in bylaws |
| District of Columbia | 29-823 | Qualifications for eligibility, if any, stated in articles or bylaws |
| Florida [1] | 618.10 | Similar to Standard Act |
| Florida [2] | 619.03 | Subject to rules and regulations in bylaws |
| Georgia | 65-205 | Similar to Standard Act |
| Idaho | 22-2607(a) | Similar to Standard Act |
| Illinois [2] | 446 | Similar to Standard Act |
| Indiana | 15-7-1-6(a)-(c) | Similar to Standard Act |
| Iowa [2] | 498.10 | Similar to Standard Act |
| Kansas [2] | 17-166(a) | Similar to Standard Act |
| Kentucky [2] | 272.191(1) | Similar to Standard Act |
| Louisiana [1] | 75 | Similar to Standard Act |
| Louisiana [2] | 126 | Similar to Standard Act |
| Maryland | 5-508(a)(1) | Limited to persons designated in bylaws |
| Michigan | 21-103 | Articles or bylaws may provide necessary qualifications |
| Minnesota [2] | 308.57 | Similar to Standard Act |
| Mississippi [2] | 79-19-11(1) | Similar to Standard Act |
| Missouri [1] | 274.040(1) | Similar to Standard Act |
| Montana [3] | 35-17-301 | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Similar to Standard Act, but articles or bylaws |
| Nevada [1] | 81.030(1) | Similar to Standard Act, or in contract |
| Nevada [2] | 81.190(1) | Qualifications in bylaws |
| New Hampshire | 301:7 | Similar to Standard Act |
| New Mexico [1] | 53-4-23 | Stated in articles or bylaws |
| New Mexico [2] | 76-12-11 | Similar to Standard Act |
| New York | 111 | Similar to Standard Act |
| North Carolina [1] | 54-116(3) | Required in bylaws |
| North Carolina [2] | 54-145(a) | Similar to Standard Act |
| North Dakota | 10-15-15 | Shall be set forth in bylaws |
| Ohio | 1729.09(A) | Similar to Standard Act |
| Oklahoma [1] | 337(a) | Similar to Standard Act |
| Oklahoma [2] | 361j(a) | Similar to Standard Act |
| Oregon | 62.145(2) | Qualifications and method of acceptance set forth in bylaws |
| Pennsylvania [2] | 12113 | Articles or bylaws may prescribe additional, cannot enlarge class |
| Rhode Island | 7-7-8 | Similar to Standard Act, articles or bylaws |
| South Carolina [2] | 33-47-410 | Similar to Standard Act |
| South Dakota | 47-16-1 | Shall be set forth in bylaws |
| Tennessee | 43-16-109 | Similar to Standard Act |
| Texas [3] | 5743(a) | Similar to Standard Act |
| Utah | 3-1-10(c) | Eligible class described in bylaws |

Table 10.03.01—Membership—qualifications—bylaws (continued)

| Statute | Section or article | Description |
|----------------|--------------------|------------------------------------|
| Vermont | 998 | Similar to Standard Act |
| Virginia [2] | 13.1-321(c) | Eligible class described in bylaws |
| Washington [2] | 24.32.060(1) | Similar to Standard Act |
| West Virginia | 19-4-5 | Similar to Standard Act |
| Wisconsin | 185.11(2) | Shall be set forth in bylaws |

Table 10.03.02—Membership—qualifications—general organization

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-7 | May admit "persons" |
| Alabama [2] | 2-10-55 | Persons or associations or corporations |
| Alabama [3] | 2-10-90(1) | Individual persons, partnerships, associations, corporations |
| Arizona | 10-708 | Persons, and corporations regularly engaged in financing production |
| Arkansas [1] | 64-1503 | Persons |
| Arkansas [2] | 77-907(a) | Persons |
| Arkansas [3] | 77-1007 | Person |
| California [1] | 54231, 54232 | Person, natural or legal |
| California [2] | 12201 | May be natural or legal person |
| Colorado [1] | 7-55-101(d) | Any person, firm or corporation or other association |
| Colorado [3] | 7-57-101 | Application of Colorado [1] |

| | | |
|----------------------|------------------|---|
| Connecticut [2] | 33-205 | Person or similar corporation |
| Delaware | 8531, 8501 | Patron who is also a person engaged in agriculture |
| District of Columbia | 29-823 | Natural person, association, incorporated or unincorporated association |
| Florida [1] | 618.10(1) | Persons or cooperative corporations |
| Florida [2] | 619.01 | Persons |
| Georgia | 65-205 | Persons or associations or corporations |
| Hawaii | 421-10 | Producers and cooperative association of producers |
| Idaho | 22-2607(a) | Persons |
| Illinois [2] | 446 | Persons or associations |
| Indiana | 15-7-1-6(b), (c) | Individual or political subdivision, association engaged in agriculture |
| Iowa [2] | 498.10 | Persons |
| Iowa [3] | 499.13 | Individuals, other associations |
| Kansas [2] | 17-1606(a) | Person |
| Kentucky [2] | 272.191(1) | Person |
| Louisiana [1] | 75 | Person |
| Louisiana [2] | 126 | Person |
| Maine | 1911(1) | Producers and associations |
| Maryland | 5-523 | Person or another cooperative association |
| Massachusetts [3] | 14 | Persons, may be corporation |
| Minnesota [1] | 308.07 | Persons and other cooperative associations |

Table 10.03.02—Membership—qualifications—general organization (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Minnesota [2] | 308.57 | Persons, other associations |
| Mississippi [1] | 79-17-23 | Producers or organizations with similar purposes and operations |
| Mississippi [2] | 79-19-11 | Persons |
| Missouri [1] | 274.040(1), (2) | Persons, natural or legal |
| Missouri [2] | 357.040 | Persons |
| Montana [2] | 35-16-201, 211 | Holders of title to agricultural land, including corporations |
| Montana [3] | 35-17-301 | Persons |
| Nebraska [2] | 21-1406 | Persons |
| Nevada [1] | 81.110(2)(b) | Persons and corporations |
| Nevada [2] | 81.190(1) | Persons above age of 18 |
| New Hampshire | 301:7 | Cooperative marketing association, and persons |
| New Jersey | 4:13-21 | Persons, any association however incorporated |
| New Mexico [1] | 53-4-23 | Natural person, group organized on cooperative basis |
| New Mexico [2] | 76-12-11 | Cooperative association and persons |
| New York | 111 | Persons or cooperative corporations |
| North Carolina [1] | 54-111 | Producers or producer controlled associations |
| North Carolina [2] | 54-145(a), (b) | Persons |
| North Dakota | 10-15-15 | Person, including partnership, association, corporation or body politic |
| Ohio | 1729.09(A) | Cooperative marketing associations or persons |
| Oklahoma [1] | 337(a) | Persons |

| | | |
|--------------------|---------------------|--|
| Oklahoma [2] | 361j(a) | Cooperative associations and persons |
| Pennsylvania [1] | 12006 | Persons, partnership, corporations |
| Pennsylvania [2] | 12113 | Persons and cooperative associations |
| Rhode Island | 7-7-8 | Persons or associations of persons |
| South Carolina [2] | 33-47-410, 420, 450 | Persons, natural or legal |
| South Dakota | 47-16-1 | Person, including partnership, association, corporation or body politic |
| Tennessee | 43-16-109 | Persons |
| Texas [3] | 5743(a) | Persons |
| Utah | 3-1-10(a) | Producer and association of producers |
| Vermont | 998 | Cooperative marketing associations and persons |
| Virginia [2] | 13.1-321(a) | Producers and associations of producers |
| Washington [2] | 24.32.060(1) | Persons |
| West Virginia | 19-4-5 | Producers and associations of producers |
| Wisconsin | 185.11(2) | Person, including partnership, association, corporations or body politic |

Table 10.03.03—Membership—qualifications—person

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883f-2(d) | Individuals, firms, partnerships, corporations and association |
| Alabama [2] | 2-10-50(4) | Individuals, firms, partnerships and associations |
| Arkansas [2] | 77-902(d) | Individuals, firms, partnerships, corporations and associations |

Table 10.03.03—Membership—qualifications—person (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Arkansas [3] | 77-1002(d) | Individuals, firms, partnerships, corporations and associations |
| Colorado [2] | 7-56-103(5) | Individuals, firms, partnerships, corporations and associations |
| Georgia | 65-201(d) | Individuals, firms, partnerships, corporations and associations |
| Hawaii | 421-1(6) | Individuals, partnerships, corporations and associations |
| Idaho | 22-2602(d) | Individuals, firms, partnerships, corporations and associations |
| Illinois [2] | 441(d) | Individuals, firms, partnerships, corporations and associations |
| Indiana | 15-7-1-2(d) | Natural persons, firms, partnerships, trusts, corp. executors, bodies politic |
| Kansas [2] | 17-1602(d) | Individuals, firms, partnerships, corporations and associations |
| Kentucky [1] | 272.011(5) | Individuals, firms, partnerships, corporations and associations |
| Kentucky [2] | 272.011(5) | Individuals, firms, partnerships, corporations and associations |
| Louisiana [1] | 72(4) | Individuals, firms, partnerships, corporations and associations |
| Louisiana [2] | 122(4) | Individuals, firms, partnerships, corporations and associations |
| Maine | 1774(8) | Individuals, partnerships, corporations and associations |
| Minnesota [2] | 308.52(5) | Individuals, firms, partnerships, corporations and associations |
| Mississippi [1] | 79-17-35 | Persons, partnerships, associations and corporations |
| Mississippi [2] | 79-19-3 | Individuals, firms, partnerships, corporations and associations |
| Montana [3] | 35-17-103(3) | Individuals, firms, partnerships, corporations and associations |
| Nebraska [2] | 21-1401 | Individuals, firms, partnerships, corporations, associations, common interest |
| New Hampshire | 301:1 | Individuals, firms, partnerships, corporations and associations |
| New Mexico [2] | 76-12-3 | Individuals, firms, partnerships, corporations and associations |
| New York | 3(f) | Individuals, partnerships, corporations, associations, individuals acting together |
| North Carolina [2] | 54-130(5) | Individuals, firms, partnerships, corporations and associations |
| Ohio | 1729.01(D) | Individuals, firms, partnerships, corporations and associations |
| Oklahoma [1] | 331 | Individuals, firms, partnerships, corporations, associations, common interest |
| Oklahoma [2] | 361b(d) | Individuals, firms, partnerships, corporations and associations |
| Oregon | 62.015(1)(h) | Individuals, corporations, associations, firms, partnerships, trusts |
| Pennsylvania [2] | 12104(6) | Individuals, partnerships, corporations and associations |
| Rhode Island | 7-7-1 | Individuals, partnerships, corporations, associations, common interests |
| South Dakota | 47-15-1(6) | Individuals, firms, partnerships, unincorporated assns., corps., body politic |
| Tennessee | 43-16-103 | Individuals, firms, partnerships, corporations and associations |
| Texas [3] | 5738(d) | Individuals, firms, partnerships, corporations, associations |
| Utah | 3-1-2(i) | Individuals, partnerships, corporations and associations |
| Vermont | 991(8) | Individuals, firms, partnerships, corporations and associations |
| Virginia [2] | 13.1-313(f) | Individuals, partnerships, corporations and associations |
| Washington [2] | 24.32.010(4) | Individuals, firms, partnerships, corporations and associations |
| Wyoming | 17-10-102(4) | Individuals, firms, partnerships, corporations and associations |

Table 10.03.04—Membership—qualifications—landlord and tenant

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883-7 | Louisiana [2] | 126 |
| Alabama [2] | 2-10-55 | Maine | 1911(1) |
| Alabama [3] | 2-10-97 | Massachusetts [3] | 14 |
| Arizona | 10-708 | Minnesota [2] | 308.57 |
| Arkansas [2] | 77-907(a) | Mississippi [2] | 79-19-11(1) |
| Arkansas [3] | 77-1007 | Missouri [1] | 274.040(1) |
| California [1] | 54231 | Montana [3] | 35-17-301 |
| Colorado [2] | 7-56-108(1) | Nebraska [2] | 21-1406 |
| Connecticut [2] | 33-205 | New Hampshire | 301:7 |
| Georgia | 65-205 | New Jersey | 4:13-21 |
| Hawaii | 421-10(a) | New Mexico [2] | 76-12-11 |
| Idaho | 22-2607(a) | North Carolina [2] | 54-145(a) |
| Indiana | 15-7-1-6(b) | Ohio | 1729.09(A) |
| Iowa [2] | 498.10 | Oklahoma [1] ~ | 337(a) |
| Iowa [3] | 499.13 | Oklahoma [2] | 361j(a) |
| Kansas [2] | 17-1606(a) | Pennsylvania [2] | 12113 |
| Kentucky [2] | 272.191(1) | Rhode Island | 7-7-8 |
| Louisiana [1] | 75 | South Carolina [2] | 33-47-410 |

| | | | |
|--------------|-------------|----------------|--------------|
| Tennessee | 43-16-109 | Washington [2] | 24.32.060(1) |
| Texas [3] | 5743(a) | West Virginia | 19-4-5 |
| Utah | 3-1-10(a) | | |
| Vermont | 998 | | |
| Virginia [2] | 13.1-321(a) | | |

Table 10.03.05—Membership—qualifications—producer

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-7 | Production of agricultural products to be handled through association |
| Alabama [2] | 2-10-35 | Similar to Standard Act |
| Alabama | 2-10-90 | Similar to Standard Act |
| Arizona | 10-708 | Similar to Standard Act, and financing corporations |
| Arkansas [2] | 77-907(a) | Similar to Standard Act |
| Arkansas [3] | 77-1007 | Engaged in the production of agricultural commodities |
| California [1] | 54231 | Similar to Standard Act |
| Colorado [2] | 7-56-108(1) | Similar to Standard Act |
| Connecticut [2] | 33-205 | Similar to Standard Act |
| Delaware | 8501(4) | Producers or those engaged in other allied occupations |
| Florida [1] | 618,10 | Similar to Standard Act |
| Georgia | 65-205 | Similar to Standard Act |
| Hawaii | 421-10(a) | Bona fide producer |
| Idaho | 22-2607(a) | Similar to Standard Act, includes supply purchasers |

Table 10.03.05—Membership—qualifications—producers (continued)

| Statute | Section or article | Definition |
|--------------------|--------------------|---|
| Illinois [2] | 441(e), 446 | Similar to Standard Act, "Substantially all" in definition |
| Indiana | 15-7-1-6 | Similar to Standard Act, employee, stockholders of agricultural corporation |
| Iowa [3] | 499.13, 14 | Similar to Standard Act, or if supplies customarily used |
| Kansas [2] | 17-1606(a) | Similar to Standard Act, nonvoting open membership |
| Kentucky [2] | 272.191(1) | Similar to Standard Act |
| Louisiana [1] | 75 | Similar to Standard Act, "grown by them" |
| Louisiana [2] | 126 | Similar to Standard Act |
| Maine | 1911(1) | Bona fide producers |
| Massachusetts [3] | 14 | Similar to Standard Act |
| Minnesota [2] | 305.57 | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | All voting stock, common or preferred, held only by producers |
| Mississippi [2] | 79-19-11(1) | Similar to Standard Act |
| Missouri [1] | 274.040(1) | Similar to Standard Act |
| Montana [3] | 35-17-301 | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Similar to Standard Act |
| New Hampshire | 301:7 | Similar to Standard Act, including supply purchasers |
| New Jersey | 4:13-21 | Similar to Standard Act, applies to member associations |
| | | |
| New Mexico [2] | 76-12-11 | Similar to Standard Act |
| New York | 111 | Similar to Standard Act |
| North Carolina [1] | 54-111 | Similar to Standard Act, applies to member associations |
| North Carolina [2] | 54-145(a) | Similar to Standard Act |
| Ohio | 1729.09(A) | Similar to Standard Act |
| Oklahoma [1] | 337(a) | Similar to Standard Act |
| Oklahoma [2] | 361j(a) | Similar to Standard Act |
| Pennsylvania [2] | 12113 | Similar to Standard Act |
| Rhode Island | 7-7-8 | Similar to Standard Act |
| South Carolina [2] | 33-47-410 | Similar to Standard Act |
| Tennessee | 43-16-109 | Similar to Standard Act |
| Texas [3] | 5743(a) | Similar to Standard Act |
| Utah | 3-1-10(a) | Only producers |
| Vermont | 998 | Similar to Standard Act |
| Virginia [2] | 13.1-321(a) | Bona fide producers |
| Washington [2] | 24.32.060(1) | Similar to Standard Act |
| West Virginia | 19-4-5 | Similar to Standard Act |
| Wyoming | 17-10-110(6) | Membership or common stock not transferable to nonproducers |

Table 10.03.06—Membership—qualifications—other provisions

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Connecticut [1] | 33-191 | Consent of “managers” required for membership |
| District of Columbia | 29-805(9) | Minimum number of shares to qualify as member stated in articles |
| Iowa [3] | 499.14 | Membership in nonstock association specified in articles |
| Louisiana [2] | 126 | Articles specify terms and conditions for membership |
| Maine | 1911(6) | In nonstock associations, may include employees as members |
| Nebraska [2] | 21-1406 | Eligibility terms and conditions prescribed in articles or bylaws |
| New Mexico [1] | 53-4-5(9) | Member and voting rights lost if qualifications cease |
| New York | 14(h) | Articles may set number, qualifications |
| North Dakota | 10-15-20(2) | Articles may require ownership of shares |
| Oklahoma [2] | 361j(b) | Member and voting rights lost if qualifications cease |
| Oregon | 62.145(1) | Must own membership stock or pay membership fee |
| Pennsylvania [1] | 12003(VII) | Articles may specify terms |
| | 12006 | Bylaws may permit minor to hold shares |
| Pennsylvania [2] | 12113 | Articles may prescribe additional qualifications for membership |
| South Dakota | 47-16-1 | May have one or more classes of members |
| Texas [1] | 1396-50.01(26) | Qualifications identified in articles |
| Utah | 3-1-10(a) | Incorporators are members and must pay for stock |
| | 3-1-2(g) | May be only one class of membership |
| | 3-1-10(c) | Member and voting rights lost if qualifications cease |
| Virginia | 13.1-321(c) | Member and voting rights lost if qualifications cease |

Table 10.05.01—Membership—documents—membership certificates

| Statute | Section or article | Description |
|----------------|--------------------|---|
| STANDARD | 883f-14 | When membership fee paid in full, shall receive certificate of membership |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Arizona | 10-709 | May receive certificate on payment of fee |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [1] | 54234 | Similar to Standard Act |
| Colorado [1] | 7-55-101(d) | Shall issue certificate to all who become members |
| Colorado [2] | 7-56-116(1), (2) | Similar to Standard Act |
| Florida [1] | 618.15 | Similar to Standard Act |
| Florida [2] | 619.03 | To be issued |
| Georgia | 65-206 | Similar to Standard Act |
| Hawaii | 421-11(a) | No membership certificate until fully paid |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454 | Similar to Standard Act |
| Indiana | 15-7-1-13(a) | Similar to Standard Act |
| Iowa [2] | 498.11 | Shall be issued to charter members and others admitted |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(1) | Similar to Standard Act |
| Louisiana [1] | 82 | Similar to Standard Act |

Table 10.05.01—Membership—documents—membership certificates (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|---|
| Louisiana [2] | 133 | Similar to Standard Act |
| Maine | 1912(1) | No membership certificate until fully paid |
| Maryland | 5-509 | Similar to Standard Act |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Missouri [1] | 274.050(1) | Similar to Standard Act |
| Montana [3] | 35-17-302(1) | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Association shall issue |
| Nevada [1] | 81.030(2) | Association shall issue |
| Nevada [2] | 81.180(2) | Association shall issue |
| Nevada [3] | 81.430(1) | Membership shall be issued to each member |
| New Hampshire | 301:25 | Similar to Standard Act |
| New Jersey | 4:13-23 | Similar to Standard Act, promissory note acceptable |
| New Mexico [1] | 53-4-25 | Similar to Standard Act |
| New Mexico [2] | 76-12-12(a) | Similar to Standard Act |
| New York | 40 | Shall issue upon full payment |
| North Carolina [1] | 54-119 | Similar to Standard Act |
| North Carolina [2] | 54-148(a) | Similar to Standard Act |
| Ohio | 1729.10(A) | Similar to Standard Act |
| Oklahoma [1] | 338 | Shall issue |
| Oklahoma [2] | 361k(a) | Similar to Standard Act |
| Pennsylvania [2] | 12112(12), 12114(b) | Shall be issued when fully paid |
| Rhode Island | 7-7-9 | Shall be issued |
| South Carolina [2] | 33-47-430 | Similar to Standard Act |
| Tennessee | 43-16-123 | Similar to Standard Act |
| Texas [3] | 5750 | Similar to Standard Act |
| Utah | 3-1-11(a), 5(i) | Similar to Standard Act, articles govern issuance |
| Virginia [2] | 13.1-316(i) | Articles govern issuance |
| | 13.1-322(a) | Similar to Standard Act |
| Washington [1] | 23.86.110 | Similar to Standard Act |
| Washington [2] | 24.32.160 | Similar to Standard Act |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wyoming | 17-10-110(1) | Similar to Standard Act |

Table 10.05.02—Membership—documents—stock certificates

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | Restricted transfer to producer must be printed on certificate |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alaska | 10.15.070 | Restrictions on transfer, rights, classes, other information |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| California [1] | 54237 | Similar to Standard Act |
| Colorado [2] | 7-56-116(6) | Similar to Standard Act |
| Delaware | 8531 | Redemption for nonpatronage, consent for sale, transfer |
| District of Columbia | 29-825 | Statement on voting, proxy, repurchase required |
| Florida [1] | 618.15 | Similar to Standard Act |
| Georgia | 65-205, 228 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.6 | Similar to Standard Act |
| Indiana | 15-7-1-13(e) | Similar to Standard Act |
| Iowa [3] | 499.15 | Fixed dividends, and ownership, voting, transfer restrictions |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(8) | Similar to Standard Act, applies to voting stock |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maryland | 5-508(c) | Transfer, ownership, voting restrictions invalid unless on certificate |
| Michigan | 21.101 | Any limits on transfer, voting on proxy voting |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [3] | 35-17-302(4) | Similar to Standard Act |
| New Hampshire | 301.30 | Similar to Standard Act |
| New Jersey | 4:13-23 | Nontransferability printed on face or attached firmly thereto |
| New Mexico [1] | 53-4-25 | One-member, one-vote rules, no proxy, transfer limits |
| North Carolina [2] | 54-148(g) | Similar to Standard Act |
| North Dakota | 10-15-21 | Restrictions on rights, transfer, classes, other information |
| Ohio | 1729.10(I) | Similar to Standard Act |
| Oregon | 62.185 | Restrictions on rights, transfer, classes, other information |
| Pennsylvania [2] | 12114(f), 12115(d) | Lien statement permissible, must state restrictions on transfer |
| South Carolina [2] | 33-47-650 | Similar to Standard Act |
| South Dakota | 47-16-28 | Restrictions on transfer, rights, classes, other information |
| Tennessee | 43-16-128 | Similar to Standard Act |
| Texas [1] | 1396-50.01(28)(a) | Statement on voting, proxy, repurchase required in membership certificate |
| Texas [3] | 5750 | Similar to Statement Act |
| Vermont | 981(6) | Restriction on voting |
| Virginia [2] | 13.1-322(a), (c) | Similar to Standard Act, signatures required |
| Washington [2] | 24.32.160 | Similar to Standard Act |

Table 10.05.02—Membership—documents—stock certificates (continued)

| Statute | Section or article | Description |
|---------------|--------------------|--|
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(3) | Restrictions on transfer, other information, or association will furnish |
| Wyoming | 17-10-110(6) | Similar to Standard Act |

Table 10.06.01—Membership—member rights—treatment on admission

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-8(f) | Entitled to share, rules applicable to all members |
| Alabama [2] | 2-10-56 | Similar to Standard Act |
| Arizona | 10-707 | Similar to Standard Act, but general rules in bylaws |
| Arkansas [2] | 77-908(f) | Similar to Standard Act |
| California [1] | 54081(e) | Similar to Standard Act, without admission provision |
| Colorado [1] | 7-55-102(g) | Method of determining rights |
| Colorado [2] | 7-56-109(f) | Similar to Standard Act |
| Colorado [3] | 7-57-102 | Method of determining rights |
| District of Columbia | 29-805(9) | Similar to Standard Act, without admission provision |
| Florida [1] | 618.04(6) | Similar to Standard Act |
| Florida [2] | 619.04(6) | Similar to Standard Act |

| | | |
|-----------------|----------------|---|
| Georgia | 65-203(f) | Similar to Standard Act |
| Hawaii | 421-4(8) | Similar to Standard Act, without admission provision |
| Idaho | 22-2608(e) | Similar to Standard Act |
| Illinois [2] | 447(f) | Similar to Standard Act |
| Indiana | 15-7-1-7(a)(5) | Similar to Standard Act, without admission provision |
| Iowa [3] | 499.40(6)(b) | Similar to Standard Act, without admission provision |
| Kansas [2] | 17-1607(f) | Similar to Standard Act |
| Kentucky [2] | 272.131(6) | Similar to Standard Act |
| Louisiana [1] | 76(5) | Similar to Standard Act |
| Louisiana [2] | 127(5) | Similar to Standard Act |
| Maine | 1823(8) | Similar to Standard Act, without admission provision |
| Maryland | 5-505(c) | Similar to Standard Act |
| Massachusetts | 13 | Bylaws may provide for admission to nonstock associations |
| Minnesota [2] | 308.58(6) | Similar to Standard Act |
| Mississippi [2] | 79-19-13(f) | Similar to Standard Act |
| Missouri [1] | 274.070(1)(6) | Similar to Standard Act |
| Montana [3] | 35-17-202 | Similar to Standard Act |
| Nevada [1] | 81.040(7) | Similar to Standard Act |
| Nevada [2] | 81.190(2) | Rights and interests of all members shall be equal |
| Nevada [3] | 81.440(6) | Similar to Standard Act |

Table 10.06.01—Membership—member rights—treatment on admission (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New Hampshire | 301:4(VI) | Similar to Standard Act |
| New Mexico [1] | 76-12-7(g) | Similar to Standard Act |
| New York | 14(h) | Articles, bylaws or marketing contract may provide for admission |
| North Carolina [2] | 54-134(6) | Similar to Standard Act |
| Ohio | 1729.06(E) | Similar to Standard Act |
| Oklahoma [2] | 361f(g) | Similar to Standard Act |
| Pennsylvania [2] | 12110(5) | Similar to Standard Act, without admission provision |
| South Carolina [2] | 33-47-210(6), 440 | Similar to Standard Act |
| Tennessee | 43-16-110 | Similar to Standard Act |
| Texas [3] | 5744(f) | Similar to Standard Act |
| Utah | 3-1-5(h) | Similar to Standard Act, without admission provision |
| Vermont | 995(6) | Similar to Standard Act |
| Virginia [2] | 13.1-316(e) | Similar to Standard Act, without admission provision |
| Washington [2] | 24.32.070(6) | Similar to Standard Act |
| West Virginia | 19-4-6(f) | Similar to Standard Act |
| Wyoming | 17-10-105(3)(a) | Similar to Standard Act |

Table 10.06.03—Membership—member rights—limits on liability

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-14 | Not liable for debts exceeding unpaid fee, subscription, notes |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | No individual liability for shareholders or members |
| Alaska | 10.15.090 | Member liable only for unpaid subscription, not association debts |
| Arizona | 10-709 | Not liable for in excess of unpaid membership fee |
| Arkansas [1] | 64-1516 | Similar to Standard Act |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [1] | 54239 | Similar to Standard Act |
| Colorado [2] | 7-56-116(3) | Similar to Standard Act |
| Delaware | 8533 | Not liable for debts of association, only to extent of stock for labor |
| District of Columbia | 29-829 | Not liable beyond unpaid amount on shares or membership |
| Florida [1] | 618.15 | Similar to Standard Act |
| Georgia | 65-206 | Similar to Standard Act |
| Hawaii | 421-10(d) | No personal liability for debts of association |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [1] | 327 | Shareholders liable only for amounts unpaid on shares |
| Illinois [2] | 454.3 | Similar to Standard Act |
| Indiana | 15-7-1-13(b) | Similar to Standard Act |

Table 10.06.03—Membership—member rights—limits on liability (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Iowa [2] | 498.4 | Articles shall contain limitations or member liability for association debts |
| | 498.21 | Members may limit liability to amount of membership fee |
| Iowa [3] | 499.12 | Members private property exempt from execution for association debts |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(3) | Similar to Standard Act |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maine | 1911(4) | No personal liability for debts of association |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | No individual liability for shareholders, members, officers, directors |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Missouri [1] | 274.050(2) | Not liable for debts exceeding sum due on marketing contract |
| Missouri [2] | 357.160 | Shareholder's private property exempt from execution for association debts |
| Montana [1] | 35-15-403 | Stockholders liable to extent of unpaid stock subscription |
| Montana [2] | 35-16-401 | Lien on member's land for corporate debts, limits set |
| Montana [3] | 35-17-303 | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Not liable beyond unpaid membership dues |
| Nevada [2] | 81.190(4) | Member not liable beyond indebtedness |
| | | |
| New Hampshire | 301:27 | Similar to Standard Act |
| New Jersey | 4:13-25 | Member not personally liable for association debts |
| New Mexico [1] | 53-4-29 | Members not liable beyond subscription; assignment limits |
| New Mexico [2] | 76-12-11(c) | Similar to Standard Act |
| New York | 47(1) | Not liable unless articles provide; liable for labor payment |
| North Carolina [1] | 54-113 | No shareholder personally liable |
| North Carolina [2] | 54-148(c) | Similar to Standard Act |
| North Dakota | 10-15-31(2) | Members, stockholders, patrons not obligated for association debts |
| Ohio | 1729.10(c) | Similar to Standard Act |
| Oklahoma [1] | 340 | Liable only to extent of unpaid subscription or fee |
| Oklahoma [2] | 361j(c) | Similar to Standard Act |
| Oregon | 62.215 | Not liable beyond unpaid subscription or fee, debts excepted |
| Pennsylvania [1] | 12009 | Liable only for debts for labor or services |
| Pennsylvania [2] | 12117 | Not individually liable for association debts |
| Rhode Island | 7-7-11 | Similar to Standard Act |
| South Carolina [2] | 33-47-670 | Similar to Standard Act |
| South Dakota | 47-16-30 | Members, stockholders, patrons not obligated for association debts |
| Tennessee | 43-16-125 | Similar to Standard Act |
| Texas [1] | 1396-50.01(32) | Not liable for association debts except amounts unpaid on certificates |
| Texas [2] | 2523 | Not liable except for shares and assessment, if any |

Table 10.06.03—Membership—member rights—limits on liability (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Texas [3] | 5750 | Similar to Standard Act |
| Utah | 3-1-10(d) | No personal liability for association debts |
| Vermont | 1016 | No member liable for association debts |
| Virginia [2] | 13.1-321(d) | No personal liability for association debts |
| Washington [1] | 23.86.040 | Liability limited to unpaid subscription |
| Washington [2] | 24.32.160 | Similar to Standard Act |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.37(2) | Members, stockholders, patrons not obligated for association debts |
| Wyoming | 17-10-110(3) | Similar to Standard Act |

Table 10.07—Membership—other associations

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-7(c) | Association organized under statute may become member of another |
| Arkansas [2] | 77-907(c) | Similar to Standard Act |
| California [1] | 54233 | Similar to Standard Act |
| Colorado [1] | 7-55-101(e) | Association may acquire membership in another association under statute |
| Colorado [2] | 7-56-108(3) | Similar to Standard Act |
| Connecticut [2] | 33-205 | Similar to Standard Act |

| | | |
|-----------------|-------------|--|
| Florida [1] | 618.10(2) | Similar to Standard Act |
| Georgia | 65-205 | Similar to Standard Act |
| Idaho | 22-2607(c) | Similar to Standard Act |
| Illinois [1] | 314 | May own stock in another association where needed, business |
| Illinois [2] | 446 | Similar to Standard Act |
| Iowa [1] | 497.12 | May invest up to 25 percent of capital in another association |
| Iowa [3] | 499.13 | Federated associations may be formed, members restricted to associations |
| Kansas [2] | 17-1617a | Associations may be members |
| Kentucky [2] | 272.191(3) | Similar to Standard Act |
| Louisiana [1] | 75 | Similar to Standard Act |
| Louisiana [2] | 126 | Similar to Standard Act |
| Maryland | 5-523 | Association may be member of another association |
| Minnesota [1] | 308.07(3) | May hold stock in another association |
| Minnesota [2] | 308.57 | Similar to Standard Act |
| Mississippi [2] | 79-19-11(3) | Similar to Standard Act |
| Missouri [1] | 274.040(3) | Similar to Standard Act |
| Montana [3] | 35-17-301 | Similar to Standard Act |
| Nebraska [2] | 21-1405(9) | Other nonprofit associations of producers |
| New Hampshire | 301:8 | Similar to Standard Act |
| New Jersey | 4:13-16(m) | May become member |

Table 10.07—Membership—other associations (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New Mexico [2] | 76-12-11(a) | Associations may be members |
| New York | 14(j) | Power to become member according to bylaws |
| North Carolina [2] | 54-145(c) | Similar to Standard Act |
| Ohio | 1729.09(c) | Similar to Standard Act |
| Oklahoma [2] | 361j(a) | May be stockholder or member |
| Pennsylvania [1] | 12011 | May invest in stock of other associations |
| Pennsylvania [2] | 12112(14) | Similar to Standard Act |
| Rhode Island | 7-7-6(1) | Other nonprofit associations of producers |
| South Carolina [1] | 33-45-160 | May invest in capital stock of other associations |
| South Carolina [2] | 33-47-420 | Similar to Standard Act |
| Tennessee | 43-16-109 | Similar to Standard Act |
| Texas [3] | 5743(c) | Similar to Standard Act |
| Utah | 3-1-9(e) | May hold membership or stock in other associations |
| | 3-1-10(a) | May admit associations of producers |
| Washington [1] | 23.86.120 | May subscribe or invest in shares of another association |
| Washington [2] | 24.32.060(3) | Similar to Standard Act |
| West Virginia | 19-4-5 | Similar to Standard Act |
| Wisconsin | 185.11(2) | Association may become members |

Table 10.08.01—Membership—membership transfer—articles of incorporation

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.350(6) | Transferability restrictions on membership stock must be in articles |
| | 10.15.350(4) | Transferability restrictions on membership must be in articles |
| Arkansas [3] | 77-1007(a) | May provide for transferability of membership stock |
| California [2] | 12404 | Articles must state restrictions on stock |
| District of Columbia | 29.805(10) | Articles must state limitations on stock ownership |
| Georgia | 65-203(g) | Articles to contain provisions on issuance, retirement, transfer |
| Hawaii | 421-10(b) | Must state limitations on stock ownership |
| Illinois [2] | 447(h) | May contain any provision on issuance, retirement, transfer |
| Iowa [3] | 499.60(6)(a) | Articles to state limitations, conditions, restrictions |
| Kentucky [2] | 272.131(8) | May contain provisions on issuance, retirement, transfer |
| | 272.201(1) | Memberships not transferable except as in articles |
| Maine | 1823(9) | May permit transferability of membership stock |
| Maryland | 5-508(c) | Restrictions on transfer, ownership invalid unless in charter |
| Michigan | 21-103 | Articles may limit transfer of membership on stock |
| Minnesota [1] | 308.06(2)(5) | May provide that membership transfer must be approved by board |
| Mississippi [1] | 79-17-23 | May contain provisions on issuance, retirement or transfer |
| Nebraska [2] | 21-1406 | Membership certificate transferability provided in articles |

Table 10.08.01—Membership—membership transfer—articles of incorporation (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Nevada [1] | 81.050 | May provide for transferability of membership stock |
| New Mexico [2] | 76-12-7(i) | May contain provisions on issuance, retirement, transfer |
| New York | 40 | Transferability of membership stock limited by law, articles, bylaws |
| North Carolina [2] | 54-134 | May contain provisions on issuance, retirement, transfer |
| Oklahoma [2] | 361f(i) | May contain provisions on issuance, retirement, transfer |
| Oregon | 62.175(2) | May provide limitations on transferability of membership stock |
| | 62.510(1)(f) | Transferability restrictions on membership stock must be in articles |
| | 62.510(1)(d) | Transferability restrictions on membership must be in articles |
| Rhode Island | 7-7-3(6), 6(m) | May contain provisions on issuance, retirement, transfer |
| South Carolina [2] | 33-47-210 | May contain provisions on issuance, retirement, transfer |
| South Dakota | 47-16-22 | Articles may restrict transfer of membership stock |
| Utah | 3-1-5(i) | Issuance, retirement, transfer of membership and stock may be in articles |
| Vermont | 995(10) | May contain provisions on issuance, retirement, transfer |
| Virginia [2] | 13.1-316(i) | Issuance, retirement, transfer of membership and stock may be in articles |
| Washington [2] | 24.32.160 | Articles may prohibit transfer of common stock to non-active persons |

Table 10.08.03—Membership—membership transfer—nonstock associations

| Statute | Section or article | Description |
|------------------|---------------------|---|
| Alabama [3] | 2-10-97 | Membership personal and equal in right, not transferable or divisible |
| Alaska | 10.15.350(4) | Limitations may be stated in articles |
| Arkansas [3] | 77-1007(a) | Nontransferable except as provided in bylaws |
| Colorado [1] | 7-55-101(d) | Association may limit in bylaws, board must approve |
| Florida [2] | 619.03 | Transferable only as permitted by association |
| Iowa [2] | 498.12 | Nontransferable |
| Iowa [3] | 499.17 | Nontransferable |
| Kentucky [2] | 272.201(1) | Nontransferable except as may be provided in articles or bylaws |
| Louisiana [2] | 126 | Certificates of membership nontransferable |
| Mississippi [1] | 79-17-21 | All membership is personal; nontransferable, nonassignable |
| Mississippi [2] | 79-19-11(1) | Nontransferable |
| Nebraska [2] | 21-1406 | Nontransferable unless provided in articles or bylaws |
| Nevada [1] | 81.030(2), (3), (4) | Board may consent to transfer, bylaws may restrict |
| Nevada [2] | 81.180(2) | Cannot be assigned, but board may accept by resolution |
| | 81.270 | Member may nominate successor in interest subject to board approval |
| Nevada [3] | 81.430(2) | Nonassignable, but board may approve assignee or transferee |
| New Jersey | 4:13-23 | Certificates nontransferable |
| New York | 40 | Nontransferable except as in statute, articles and bylaws |
| Oklahoma [2] | 361k(c) | Transferable only to agricultural producers, requires board approval |
| Pennsylvania [2] | 12116(a) | Consent of board required |
| Rhode Island | 7-7-9 | Nontransferable unless provided in articles or bylaws |
| Texas [2] | 2522 | Membership nontransferable |
| Virginia [2] | 13.1-322(b) | Nontransferable without consent of board |

Table 10.08.04—Membership—membership transfer—common stock

| Statute | Section or article | Description |
|----------------------|----------------------|--|
| STANDARD | 883f-14 | May not be transferred to nonproducers |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | Common stock issued to and held by producers only |
| Alaska | 10.15.050 | Articles may limit transferability |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1007(a) | Nontransferable except as provided in bylaws |
| California [1] | 54237 | Similar to Standard Act |
| Colorado [1] | 7-55-107(e) | Association has power to limit transfer |
| Colorado [2] | 7-56-116(6) | Similar to Standard Act |
| Delaware | 8531 | Must have consent of association |
| District of Columbia | 29-826 | Majority vote of directors must approve; after repurchase refusal |
| Florida [1] | 618.15 | Similar to Standard Act |
| Georgia | 65-206 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [1] | 327 | Procedures for transfer |
| Illinois [2] | 454.6 | Similar to Standard Act |
| Indiana | 15-7-1-13(e) | Not transferable to those not qualified |
| Iowa [3] | 499.17 | Not transferable to those not qualified |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(8) | Voting stock transferable only to producers or associations |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maryland | 5-508(a)(1) | Bylaws may limit sales to designated persons |
| Michigan | 21-103 | Articles or bylaws may limit transferability, give procedures |
| Minnesota [1] | 308.06(2)(5), .07(9) | Articles must make nontransferable without board approval |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | Transferable only to agricultural producers, association may recall |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [1] | 35-15-403 | Limits on assignment; consent of board |
| Montana [3] | 35-17-302(4) | Similar to Standard Act |
| Nebraska [1] | 21-1303(1) | Association has power to limit transfer |
| New Hampshire | 301:30 | Similar to Standard Act |
| New Jersey | 4:13-23 | Nontransferable |
| New Mexico [2] | 76-12-11(b), 12(c) | Approval by board, only to producers or associations |
| New York | 14(h) | Articles, bylaws, member contracts may give transfer restrictions |
| North Carolina [1] | 54-116(9), 120 | Bylaws must provide conditions, repurchase rights, producer |
| North Carolina [2] | 54-148(g) | Similar to Standard Act |
| North Dakota | 10-15-20(2) | Transfer only to eligible person, satisfying requisites for membership |
| Ohio | 1729.10(I) | Similar to Standard Act |

Table 10.08.04—Membership—membership transfer—common stock (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Oklahoma [2] | 361k(c) | Transfer only to producer, board approval required |
| Oregon | 62.175(2) | Articles may limit transferability |
| Pennsylvania [2] | 12115(a) | Consent of board required, only to eligible person |
| Rhode Island | 7-7-12 | Transfer only to producers, subject to articles or bylaws |
| South Carolina [2] | 33-47-650 | Similar to Standard Act |
| South Dakota | 47-16-22 | Transfer only to eligible person satisfying requisites for membership |
| Tennessee | 43-16-129 | Similar to Standard Act |
| Texas [3] | 5750 | Similar to Standard Act |
| Virginia [2] | 13.1-322(c) | Transfer only to eligible person, must be in bylaws, certificate |
| Washington [2] | 24.32.161 | Similar to Standard Act, but may also limit to active members |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(2)(a), (b) | Transfer only to eligible person satisfying requisites for membership |
| Wyoming | 17-10-110(6) | Similar to Standard Act |

Table 10.09.01—Membership—termination of membership—cessation

| Statute | Section or article | Description |
|----------------|---------------------|---|
| STANDARD | 883f-10(i) | Bylaws may provide conditions for withdrawal, transfer |
| Alabama [2] | 2-10-58(9)-(12) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | Bylaws state how membership may be acquired and lost |
| Alaska | 10.15.020(i) | Bylaws may provide for termination and terms and conditions |
| Arizona | 10-706(A)(14), (16) | Similar to Standard Act |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Similar to Standard Act |
| California [1] | 54121 | Similar to Standard Act |
| California [2] | 12452 | Similar to Standard Act |
| Colorado [1] | 7-55-103(i) | Bylaws may provide succession conditions for withdrawal |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Colorado [3] | 7-57-103 | Bylaws may provide succession conditions for withdrawal |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(5) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Iowa [3] | 499.20 | Articles may permit and regulate voluntary withdrawal |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |

Table 10.09.01—Membership—termination of membership—cessation (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|--|
| Massachusetts [3] | 13 | Bylaws may provide for withdrawal, suspension, expulsion |
| Minnesota [2] | 308.60(9) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Bylaws may describe how membership may be lost |
| Mississippi [2] | 79-19-17(1) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(12), (14) | Similar to Standard Act |
| Montana [3] | 35-17-206 | Similar to Standard Act |
| Nevada [1] | 81.090(4), (10) | Bylaws may provide for conditions when membership ceases |
| Nevada [2] | 81.230(4)(f), (h) | Bylaws may provide for conditions when membership ceases |
| Nevada [3] | 81.480(3) | Bylaws may provide for conditions when membership ceases |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b) | Bylaws must provide for methods, time, manner of withdrawal, resignation |
| New Mexico [2] | 76-12-10(i) | Similar to Standard Act |
| New York | 14(h) | Articles, bylaws, contracts may give resignation, other conditions |
| North Carolina [1] | 54-116(9) | Bylaws may provide conditions upon which shares may be withdrawn |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| North Dakota | 10-15-15 | Bylaws may provide for termination, other incidents of membership |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 342(b) | Bylaws may contain conditions under which membership terminated |

| | | |
|--------------------|--------------------|---|
| Oklahoma [2] | 361(i) | Similar to Standard Act |
| Oregon | 62.145(3) | Bylaws may provide for termination and conditions |
| Pennsylvania [2] | 12115(b), 12116(a) | Inactive status, ineligibility; for nonstock, withdrawal |
| Rhode Island | 7-7-6(m) | Anything relating to termination may be in bylaws |
| South Carolina [2] | 33-47-810(13) | Similar to Standard Act |
| South Dakota | 47-16-1 | Bylaws may provide for termination, other incidents of membership |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Vermont | 1001(8) | Similar to Standard Act |
| Virginia [2] | 13.1-322(f) | Withdrawal, termination |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(4) | Bylaws may provide for termination, terms and conditions |

Table 10.09.02—Membership—termination of membership—suspension, expulsion

| Statute | Section or article | Description |
|--------------|--------------------|--|
| STANDARD | 883f-10(i) | Automatic suspension; mode, manner, effect of expulsion, bylaws |
| Alabama [2] | 2-10-58(12) | Similar to Standard Act |
| Alaska | 10.15.020(b), (c) | Bylaws may provide for termination, terms and conditions, statutory limits |
| Arizona | 10-706(A)(15) | Similar to Standard Act |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Similar to Standard Act |

Table 10.09.02—Membership—termination of membership—suspension, expulsion (continued)

| Statute | Section or article | Description |
|----------------------|----------------------|---|
| California [1] | 54121 | Similar to Standard Act |
| Colorado [1] | 7-55-103(i) | Bylaws may provide conditions for expulsion |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Colorado [3] | 7-57-103 | Bylaws may provide conditions for expulsion |
| Delaware | 8531 | Association is to repurchase stock after 12 months nonpatronage |
| District of Columbia | 29-827, 830 | May terminate membership for nonpatronage; vote on expulsion |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(3) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-10(c), 18(b)(2) | Shall lose membership when not eligible; terms in bylaws; contract breach |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Iowa [2] | 498.13 | Membership void on death, failure to observe bylaws, contracts |
| Iowa [3] | 499.18 | Directors may expell for attempted transfer, bylaw or article violation |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Massachusetts [3] | 13 | Bylaws may provide for member suspension or expulsion |
| Minnesota [2] | 308.60(9) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | May provide how membership may be lost |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(15), (16) | Similar to Standard Act |
| Montana [3] | 35-17-206(j) | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Rights suspended if no longer eligible; procedures in bylaws |
| Nevada [1] | 81.090(4) | Bylaws may provide for mode, manner, effect of expulsion |
| Nevada [2] | 81.230(4)(f) | Bylaws may provide for mode, manner, effect of expulsion |
| Nevada [3] | 81.480(3) | Bylaws may provide for mode, manner, effect of expulsion |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b), 22 | Similar to Standard Act, or ineligibility or nonpatronage |
| New Mexico [1] | 53-4-27, 30 | Expelled by vote, nonpatronage |
| New Mexico [2] | 76-12-10, 11 | Expulsion in bylaws, loss of eligibility |
| New York | 14(h) | Articles, bylaws, contracts may establish suspension conditions |
| | 42 | On loss of eligibility as provided in bylaws |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| North Dakota | 10-15-15 | Bylaws may provide for termination, other incidents of membership |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |
| Oklahoma [2] | 361i(i), 361j(b) | Similar to Standard Act, rights cease when no longer qualified |
| Pennsylvania [2] | 12115(b), 12116(a) | Nonpatronage and ineligibility reasons for suspension |
| | 12121(5) | Similar to Standard Act, no suspension provision |

Table 10.09.02—Membership—termination of membership—suspension, expulsion (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Rhode Island | 7-7-8 | Ineligibility |
| | 7-7-6(m) | Any matter relating to membership termination permitted in bylaws |
| South Carolina [2] | 33-47-810(14) | Similar to Standard Act |
| South Dakota | 47-16-1 | Bylaws may provide for termination, other incidents of membership |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(30(a)) | Bylaws may allow termination for nonpatronage, expulsion procedure |
| Texas [2] | 2521 | Bylaws to contain procedures for expulsion and suspension |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Utah | 3-1-10(c) | Loss of membership on ineligibility |
| Vermont | 1001(8) | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(e) | Similar to Standard Act, non suspension provision |
| Virginia [2] | 13.1-321(c) | Loss of membership on ineligibility |
| | 13.1-319(e) | Similar to Standard Act; no suspension provision |
| Washington [2] | 24.32.060(4) | Associate membership for nonpatronage |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(4) | Membership termination may be described in bylaws |

Table 10.09.03—Membership—termination of membership—member rights

| Statute | Section or article | Description |
|----------------------|---------------------|--|
| STANDARD | 883f-10(i) | Bylaws may provide for purchase of member's interest |
| Alabama [2] | 2-10-58(13) | Similar to Standard Act |
| Alabama [3] | 2-10-98 | If interest transferred to ineligible transferee, assn. will appraise shares |
| Alaska | 10.15.020(c) | Bylaws may provide conditions and terms of termination |
| Arizona | 10-706(A)(16) | Bylaws may establish interest on termination |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Similar to Standard Act |
| California [1] | 54122 | Similar to Standard Act |
| Colorado [1] | 7-55-103(1) | Bylaws may provide for determination of property rights |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Colorado [3] | 7-57-103 | Bylaws may provide for determination of property rights |
| District of Columbia | 29-809(1) | Bylaws may provide members rights on termination |
| Florida [1] | 618.09(9) | Similar to Standard Act |
| Florida [2] | 619.06(3), (5) | Similar to Standard Act |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-11(d), 18(b)(2) | No obligation if satisfactory transfer of interest made, rights in bylaws |

| Statute | Section or article | Description |
|--------------------|---------------------|---|
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Indiana | 15-7-1-9(j) | Similar to Standard Act |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(i) | Similar to Standard Act |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Louisiana [2] | 129(9) | Similar to Standard Act |
| Maine | 1912(4) | No obligation if satisfactory transfer |
| Massachusetts [3] | 13 | Bylaws may determine member rights and interests in property |
| Mississippi [1] | 79-17-23 | Association has no obligation upon satisfactory transfer |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(17), (2) | Similar to Standard Act |
| Missouri [2] | 357.130(2)(7) | Board must sell or dispose of stock within 60 days |
| Montana [3] | 35-17-302(5) | Similar to Standard Act |
| Nevada [1] | 81.090(11) | Similar to Standard Act |
| Nevada [2] | 81.230(4)(f), (i) | Expelled or withdrawn member has right to board arbitration |
| Nevada [3] | 81.480(3) | Expelled members have right to board arbitration |
| | 81.480(10) | Bylaws may provide manner of determining member interest |
| New Hampshire | 301:11(IX) | Similar to Standard Act |
| New Jersey | 4:13-18(b) | Bylaw provision required |
| New Mexico [1] | 53-4-26 | Bylaws may provide for disposal of interest on cessation |
| New Mexico [2] | 76-12-10(i) | Similar to Standard Act, no obligation upon satisfactory transfer |
| New York | 14(h) | Articles, bylaws, contracts may establish conditions for purchase |
| | 42 | Under bylaws, member shall surrender membership on payment |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| Ohio | 1729.11(1) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |
| Oklahoma [2] | 361j(b) | No obligation upon satisfactory transfer |
| | 361j(b) | Entitled to receive value of membership approved by board |
| Rhode Island | 7-7-9 | Similar to Standard Act, nonstock association only |
| South Carolina [2] | 33-47-810(15) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(12)(1) | Bylaws may provide for disposal of members' interests |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Utah | 3-1-11(d) | Shall provide time and manner of settlement, forfeiture |
| Vermont | 1001(8) | Similar to Standard Act |
| Virginia [2] | 13.1-322(f) | No obligation of satisfactory transfer |
| Washington [1] | 23.86.110 | Association may purchase stock of shareholder who ceases to produce |
| West Virginia | 19-4-8(i) | Similar to Standard Act |
| Wisconsin | 185.11(4) | Bylaws may provide conditions and terms of termination |

Table 10.09.05—Membership—termination of membership—valuation

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-10(i) | Board shall equitably and conclusively appraise, fix amount in money |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | Par value or value as appraised by board |
| Arizona | 10-710 | Similar to Standard Act |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| California [1] | 54122 | Similar to Standard Act |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Florida [1] | 618.09(9) | Board shall conclusively appraise stock or interest |
| Florida [2] | 619.06(3) | Board shall equitably appraise for expelled member |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-11(d) | Board may appraise |
| Idaho | 22-2610(i) | Similar to Standard Act |
| Illinois [1] | 307 | Association has first option purchase rights |
| Illinois [2] | 449(i) | Similar to Standard Act |
| Iowa [3] | 499.19 | Book value for expulsion, value at death or ineligibility |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(3) | Board may appraise unless bylaws provide otherwise |
| Louisiana [1] | 78(10) | Similar to Standard Act |
| Maine | 1912(4) | Appraised by board |
| Mississippi [1] | 79-17-23 | Similar to Standard Act |
| Mississippi [2] | 79-19-17(i) | Similar to Standard Act |
| Missouri [1] | 274.090(2) | Similar to Standard Act |
| Montana [3] | 35-17-206(k) | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Similar to Standard Act |
| Nevada [1] | 81.090(4) | Directors have right to repurchase of book value |
| Nevada [2] | 81.230(4)(f), (i) | Appraisal conducted by arbitration board |
| Nevada [3] | 81.480(3) | Board will equitably appraise member interests at withdrawal |
| New Hampshire | 301:11(IX) | Board may conclusively appraise, limits on board |
| New Jersey | 4:13-18(b) | Bylaw provision required |
| New Mexico [2] | 76-12-11(b) | Similar to Standard Act, for ineligibility |
| New York | 42 | For forfeiture, par or otherwise designated value, plus dividends |
| North Carolina [2] | 54-136(9) | Similar to Standard Act |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |
| Oklahoma [2] | 361j(b) | Conclusive appraisal by board, for ineligible member |
| Pennsylvania [2] | 12115(b), 12116(b) | For stock, par value; for nonstock, board appraisal |
| Rhode Island | 7-7-9 | Similar to Standard Act, nonstock association only |
| South Carolina [2] | 33-47-470 | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [2] | 2522 | Amount equal to member's contribution to working capital |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Vermont | 1001(8) | Board may conclusively appraise, limits on board |
| Virginia [2] | 13.1-322(f) | Board shall appraise value in money |
| West Virginia | 19-4-8(i) | Board may appraise or sell at public auction |

Table 10.09.06—Membership—termination of membership—requirement to pay

| Statute | Section or article | Description |
|--------------------|-----------------------|--|
| STANDARD | 883f-10(i) | Money shall be paid within 1 year |
| Alabama [2] | 2-10-58 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | In cash or certificate indebtedness paid from association income |
| Arizona | 10-710 | Shall pay within 3 years of withdrawal or expulsion |
| Arkansas [2] | 77-910(i) | Similar to Standard Act |
| California [1] | 54122 | Similar to Standard Act but only for expulsion |
| Colorado [2] | 7-56-111(i) | Similar to Standard Act |
| Florida [1] | 618.09(9) | Board shall purchase stock or interest within 1 year |
| Florida [2] | 619.06(3) | Money paid within 60 days after expulsion |
| Georgia | 65-207(i) | Similar to Standard Act |
| Hawaii | 421-11(d) | Bylaws may fix time |
| Idaho | 22-2610(i) | May also be paid in preferred stock or other obligation; 1 year |
| Illinois [2] | 449(i) | Similar to Standard Act, unless articles provide otherwise |
| Iowa [3] | 499.19 | 60 days on expulsion, 2 years on death, ineligibility |
| Kansas [2] | 17-1609(i) | Similar to Standard Act |
| Kentucky [2] | 272.151(3) 272.285 | Shall pay the value of the member's interest If deceased member owed less than \$200, may be paid out of sequence |
| Louisiana [1] | 78(10) | Fixed by directors, not more than marketing contract |
| Maine | 1912(4) | Bylaws may fix time |
| Mississippi [1] | 79-17-23 | In cash or certificate of indebtedness paid from association income |
| Mississippi [2] | 79-19-17(i) | May pay in cash on certificate of indebtedness, than from income |
| Missouri [1] | 274.090(2) | As authorized by board, but not more than normal time |
| Montana [3] | 35-17-304 | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Similar to Standard Act |
| Nevada [2] | 81.230(4)(f), (h) | For expelled members, payment within 40 days, otherwise as in bylaws |
| Nevada [3] | 81.480(3) | Payment within 60 days for expelled members |
| New Jersey | 4:13-18(b) | Bylaw provision required |
| New Mexico [2] | 76-12-11(b) | For ineligibility, entitled to value in 3 years unless satisfactory transfer |
| North Carolina [2] | 54-136(9) | Payment in 1 year for raw products delivered to association |
| Ohio | 1729.11(I) | Similar to Standard Act |
| Oklahoma [1] | 336(n) | Similar to Standard Act |
| Oklahoma [2] | 361j(b) | For ineligibility, member entitled to value in 3 years |
| Pennsylvania [2] | 12116(b) | Shall determine manner of payment and pay value nonstock |
| Rhode Island | 7-7-9 | Payment in whole or in yearly partial payments in 5 years |
| South Carolina [2] | 33-47-470 | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(i) | Similar to Standard Act |
| Virginia [2] | 13.1-322(f) | Association shall fix time of payment |

Table 11.01—Association control—voting power of individual members

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | No member, stockholder entitled to more than one vote |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | Similar to Standard Act |
| Alaska | 10.15.130(a) | One vote except may have voting based on patronage |
| Arizona | 10-706, 709 | Unequal voting permitted, 5-vote limit for patronage, no more than one for cap. |
| Arkansas [1] | 64-1509 | Voting by members, not by stock |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [1] | 54081 (e) | If unequal must be stated in articles |
| California [2] | 12702 | One vote and no more |
| Colorado [2] | 7-56-116(5) | Similar to Standard Act |
| Colorado [3] | 7-57-104 | Each member shall be allowed one vote |
| Connecticut [1] | 33-190 | No member entitled to more than one vote |
| Delaware | 8434 | One vote only per member |
| District of Columbia | 29-801(5)(a) | One member, one vote |
| Florida [1] | 618.15 | Only one vote per member but bylaws may say patronage |
| Florida [2] | 619.04(6) | If voting power unequal, must be in articles |
| Georgia | 65-206 | Similar to Standard Act |
| Hawaii | 421-8(2), 10(e) | One vote per member unless otherwise in articles; patronage |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.5 | No member in nonstock association entitled to more than one year |
| Indiana | 15-7-1-13(d) | Articles or bylaws may provide no member allowed more than one vote |
| Iowa [1] | 497.11 | No stockholder shall be entitled to more than one vote |
| Iowa [2] | 498.17 | One vote per member for control, management and director selection |
| Iowa [3] | 499.28 | Each voting member shall have one vote |
| Kansas [1] | 17-1502, 1511 | Each shareholder on member entitled to only one vote |
| Kansas [2] | 17-1613 | Articles or bylaws may limit members or stockholders to one vote |
| Kentucky [1] | 272.020(4) | No stockholder shall have more than one vote |
| Kentucky [2] | 272.201(5) | Bylaws may provide no member shall have more than one vote |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maine | 1826(2) | Bylaws may provide for voting power based on patronage |
| | 1911(5) | One vote per member unless articles provide otherwise |
| Maryland | 5-501(b)(1) | One vote only |
| Massachusetts [1] | 2 | Stockholder entitled to only one vote |
| Massachusetts [2] | 4 | No member entitled to more than one vote on any subject |
| Massachusetts [3] | 13 | Votes may be equal, proportion to land or patronage |
| Michigan | 21.102 | Shareholders may determine whether or not one vote |
| Minnesota [1] | 308.06(2)(4) | Stockholders restricted to only one vote |

Table 11.01—Association control—voting power of individual members (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Minnesota [2] | 308.65 | No member entitled to more than one vote |
| Mississippi [1] | 79-17-21 | Each member shall have one vote only |
| Mississippi [2] | 79-19-25 | Each share entitled to one vote |
| Missouri [1] | 274.050(3) | No member entitled to more than one vote |
| Missouri [2] | 357.100 | Each shareholder has only one vote |
| Montana [1] | 35-15-403 | Each stockholder has only one vote |
| Montana [3] | 35-17-305(4) | Similar to Standard Act |
| Nebraska [1] | 21-1303 | Cooperative has power to limit vote to one per person |
| Nebraska [2] | 21-1406 | No member entitled to more than one vote |
| Nevada [1] | 81.020(2) | No member shall have more than one vote |
| Nevada [2] | 81.190(3) | Each member entitled to only one vote |
| Nevada [3] | 81.440(6), 490 | Articles or bylaws may provide for equal or unequal voting power |
| New Hampshire | 301:4(VI), (VII) | Articles must specify if not one vote per member, stockholder |
| New Jersey | 4:13-24.1 | One vote per member unless patronage based, bylaws |
| New Mexico [1] | 53-4-13 | Each member has only one vote |
| New Mexico [2] | 76-12-11(d) | Bylaws may say one vote or patronage vote, limit of 5 |
| New York | 44, 46 | One vote per member unless articles permit patronage based |
| North Carolina [1] | 54-120 | No shareholder entitled to more than one vote |
| North Carolina [2] | 54-148(e) | Similar to Standard Act |
| North Dakota | 10-15-16(2), (3) | Members have one vote, membership stock gives no additional vote |
| Ohio | 1729.10(G) | No member of nonstock association entitled to more than one vote |
| Oklahoma [1] | 332, 339 | Member entitled to one vote only |
| Oklahoma [2] | 361i | Each shareholder, member has one vote, regardless of shares or patronage |
| Oregon | 62.265(1) | One vote except may have voting based on patronage |
| Pennsylvania [1] | 12006 | No member entitled to more than one vote, joint stock is one |
| Pennsylvania [2] | 12114(a) | Each eligible member shall be entitled to only one vote |
| Rhode Island | 7-7-10 | Only one vote per member |
| South Carolina [1] | 33-45-90 | Stockholder entitled to one vote only |
| South Carolina [2] | 33-47-480 | May vote by stock (20 percent maximum), patronage, or one vote |
| South Dakota | 47-16-10, 11, 12 | Members have one vote, membership stock gives no additional vote |
| Tennessee | 43-16-127 | Similar to Standard Act |
| Texas [1] | 1396-50.01(16)(a) | Each member has one vote |
| Texas [2] | 2521 | Members shall have one vote only |
| Texas [3] | 5750 | Similar to Standard Act, exception for citrus |
| Utah | 3-1-10(e) | Similar to Standard Act |
| Vermont | 1001(9) | Vote may be equal, proportional to land or patronage |
| Virginia [1] | 13.1-302 | Holder of common stock has one vote only |
| Virginia [2] | 13.1-321(e) | No member shall have more than one vote |

Table 11.01—Association control—voting power of individual members (continued)

| Statute | Section or article | Description |
|----------------|---------------------|---|
| Washington [1] | 23.86.110 | No stockholder entitled to more than one vote |
| Washington [2] | 24.32.160 | One vote per member unless articles provide otherwise |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(1)(a), 12(2) | Each member has one vote, stock as such has no vote |
| Wyoming | 17-10-110(5) | Similar to Standard Act |

Table 11.02—Association control—federated association voting

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [2] | 12405, 12702 | Member association votes based on members or business volume |
| District of Columbia | 29-813 | May have method prescribed by articles or bylaws |
| Kentucky [2] | 272.201(6) | Bylaws may determine number of votes member may cast |
| Minnesota [1] | 308.07(4) | Member association may have additional votes for patronage, members |
| Minnesota [2] | 308.65 | Local association may have votes based on numbers, volume, value |
| New Mexico [1] | 53-4-13 | Member association voting power may be in articles or bylaws |
| North Carolina [2] | 54-148(e) | If all members are associations, bylaws may determine votes |
| North Dakota | 10-15-16(2) | Mixed members—one vote only, if only associations—vote on membership, patronage |
| South Dakota | 47-16-11 | Mixed member—one vote, all associations—vote on membership, patronage |
| Texas [1] | 1396-50.01(16)(a) | Articles or bylaws may prescribe voting rights of member associations or groups |
| Wisconsin | 185.12(a), (b) | Member associations may vote on membership on patronage basis |

Table 11.03—Association control—vote by proxy

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10(c) | Bylaws may provide; condition, manner, form, effects |
| Alabama [2] | 2-10-58(3) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | Bylaws may provide for voting by written proxy |
| Alaska | 10.15.130(b) | Proxy voting not permitted |
| Arizona | 10.706(A)(3) | Similar to Standard Act |
| Arkansas [2] | 77-910(c) | Similar to Standard Act |
| California [1] | 54114 | Similar to Standard Act |
| California [2] | 12703 | No vote by proxy except for federation members |
| Colorado [1] | 7-55-110 | Proxy voting prohibited |
| Colorado [2] | 7-56-111(c) | Proxy voting not allowed |
| Colorado [3] | 7-57-104 | Proxy voting prohibited |
| Delaware | 8534 | No vote by proxy, delegates, representative bodies excepted |
| District of Columbia | 29-814 | No vote by proxy |
| Florida [1] | 618.09(3) | Similar to Standard Act |
| Georgia | 65-207(c) | Similar to Standard Act |
| Idaho | 22-2610(c) | Similar to Standard Act |
| Illinois [1] | 325 | May vote in person or by proxy |
| Illinois [2] | 449(c) | Similar to Standard Act |

Table 11.03—Association control—vote by proxy (continued)

| Statute | Section or article | Description |
|--------------------|-----------------------|--|
| Indiana | 15-7-1-9(d) | Similar to Standard Act |
| Iowa [2] | 498.18 | Proxy voting prohibited |
| Iowa [3] | 499.29 | Vote shall be cast in person and not by proxy |
| Kansas [2] | 17-1609(c) 17-1611 | Similar to Standard Act Bylaws may take away right to vote by proxy |
| Kentucky [2] | 272.151(2)(c) | Similar to Standard Act |
| Louisiana [1] | 78(3) | Similar to Standard Act |
| Louisiana [2] | 129(3) | Similar to Standard Act |
| Maine | 1823(9) | Articles may contain provisions for voting by proxy |
| Maryland | 5-521(b) | Proxy voting prohibited; mail voting is not proxy voting |
| Massachusetts [3] | 13 | Similar to Standard Act |
| Michigan | 21.101 | Articles may prohibit proxy voting |
| Minnesota [1] | 308.07(3) | No vote by proxy |
| Minnesota [2] | 308.60(3) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(c) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(3) | Similar to Standard Act, applicable to delegates |
| Missouri [2] | 357.130(2)(3) | Similar to Standard Act |
| Montana [2] | 35-16-207 | Bylaws may permit proxy voting if consistent with law |
| Montana [3] | 35-17-206(2)(c) | Similar to Standard Act |
| Nebraska [1] | 21-1303(6) | Articles or bylaws may permit proxy voting |
| Nebraska [2] | 21-1406 | Articles may prohibit proxy voting |
| New Hampshire | 301:11(III) | Bylaws may permit vote by representation |
| New Jersey | 4:13-24 | No vote by proxy shall be received |
| New Mexico [1] | 53-4-14 | No member shall be permitted to vote by proxy |
| New Mexico [2] | 76-12-10(c) | Bylaws may not provide for proxy vote |
| New York | 44 | Proxy voting not permitted if voting is proportional or unequal |
| North Carolina [1] | 54-122 | Limited proxy in case of sickness or unavoidable absence |
| North Carolina [2] | 54-136(3) | Similar to Standard Act |
| North Dakota | 10-15-16(4) | Not voting by proxy |
| Ohio | 1729.11(c) | Similar to Standard Act |
| Oklahoma [1] | 339 | May be in bylaws, but if for director must name |
| Oklahoma [2] | 361i(c) | Similar to Standard Act |
| Oregon | 62.195(1), 265(2) | No proxy for members, limited proxy for nonmembers |
| Pennsylvania [1] | 12006 | Proxy not permitted |
| Pennsylvania [2] | 12118 | Must be in articles or bylaws, in writing, time limit |
| Rhode Island | 7-7-10 | Proxy voting prohibited |
| South Carolina [1] | 33-45-100 | Initial meeting of subscribers |
| South Carolina [2] | 33-47-810(3) | Similar to Standard Act |

Table 11.03—Association control—vote by proxy (continued)

| Statute | Section or article | Description |
|---------------|---------------------|--|
| South Dakota | 47-16-13 | Proxy voting not permitted |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(17) | Proxy voting prohibited |
| Texas [3] | 5746(c) | Similar to Standard Act |
| Utah | 3-1-10(e) | Proxy voting not permitted |
| Vermont | 995(9) | Articles must prohibit proxy voting, may permit alternate voting |
| Virginia [1] | 13.1-301.2(b) | May be provided in bylaws |
| Virginia [2] | 13.1-316(i), 319(b) | May be provided in articles or bylaws |
| West Virginia | 19-4-8(c) | Similar to Standard Act |
| Wisconsin | 185.12(3) | Voting by proxy not allowed |

Table 11.04—Association control—voting by mail

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-10(c) | Bylaws may provide; condition, manner, form, effect |
| Alabama [2] | 2-10-58(3) | Similar to Standard Act |
| Alabama [3] | 2-10-96 | Bylaws may provide for voting by mail |
| Alaska | 10.15.130(d) | Allowed on specific issues, procedures stated |
| Arizona | 10-706(A)(3) | Similar to Standard Act |
| Arkansas [2] | 77-910(c) | Similar to Standard Act |
| California [1] | 54114 | Similar to Standard Act |
| California [2] | 12704 | Specific item must be sent and returned with vote |
| Colorado [1] | 7-55-103(h), 110 | May be provided in bylaws |
| Colorado [2] | 7-56-111(c) | May be provided in bylaws |
| Colorado [3] | 7-57-103 | May be provided in bylaws |
| Connecticut [2] | 33-211 | May vote by mail for amendment to articles |
| Delaware | 8510(1) | May vote by mail or referenda |
| District of Columbia | 29-815, 817 | Mail voting permitted, statutes contains description, delegates may not |
| Florida [1] | 618.09(3) | Similar to Standard Act |
| Georgia | 65-207(c) | Similar to Standard Act |
| Hawaii | 421-8(2) | Manner and condition of mail votes |
| Idaho | 22-2610(c) | Similar to Standard Act |
| Illinois [1] | 318 | Mail voting permitted with proper notice |
| Illinois [2] | 449(c) | Similar to Standard Act |
| Indiana | 15-7-1-9(d) | Similar to Standard Act |
| Iowa [1] | 497.16 | Mail voting permitted with proper notice |
| Iowa [2] | 498.16 | Mail voting permitted with proper notice |
| Iowa [3] | 499.29 | Articles or bylaws may permit, requirements stated |
| Kansas [2] | 17-1609(c) | Similar to Standard Act |
| | 17-1611 | Bylaws may take away right to vote by mail |
| Kentucky [2] | 272.151(2)(c) | Similar to Standard Act |

Table 11.04—Association control—voting by mail (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| Louisiana [1] | 78(3) | Similar to Standard Act |
| Louisiana [2] | 129(3) | Similar to Standard Act |
| Maine | 1826(2) | Bylaws may provide manner, conditions for mail voting |
| Maryland | 5-521(c) | Mail voting permitted with proper notice |
| Massachusetts [2] | 4 | May provide for mail vote in bylaws |
| Massachusetts [3] | 13 | May provide for mail vote in bylaws |
| Michigan | 21.102 | Articles and bylaws may permit mail voting, procedures in bylaws |
| Minnesota [1] | 308.07(3), (10) | May vote by mail, restricted to issues presented to members |
| Minnesota [2] | 308.60(3) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Bylaws may provide for mail voting |
| Mississippi [2] | 79-19-17(c) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(3) | Similar to Standard Act, applicable to delegates |
| Missouri [2] | 357.130(2)(3) | Similar to Standard Act |
| Montana [1] | 35-15-303 | Mail vote permitted, notice of exact notice or resolution |
| Montana [3] | 35-17-206(c) | Similar to Standard Act |
| Nebraska [2] | 21-1406 | Articles may provide for mail voting, notice required |
| Nevada [2] | 81.230(4)(e) | Bylaws may provide for mail voting |
| New Hampshire | 301:11(III) | Similar to Standard Act |
| New Jersey | 4:13-24 | May provide rules in bylaws |
| New Mexico [1] | 53-4-15 | Articles or bylaws may provide for mail vote and rules |
| | | |
| New Mexico [2] | 76-12-10(c) | Similar to Standard Act |
| North Carolina [1] | 54-122 | Written vote with prior notice of exact motion |
| North Carolina [2] | 54-136(3) | Similar to Standard Act |
| North Dakota | 10-15-16(5) | Signed vote of absent member, notice in writing |
| Ohio | 1729.11(c) | Similar to Standard Act |
| Oklahoma [1] | 339 | Similar to Standard Act |
| Oklahoma [2] | 361i(c) | Similar to Standard Act |
| Oregon | 62.265(3) | Allowed on specific issues, procedures stated |
| Pennsylvania [2] | 12118 | Mail vote allowed on specific issue |
| South Carolina [2] | 33-47-810(3) | Similar to Standard Act |
| South Dakota | 47-16-14 | Absent member may submit signed vote, previous notice |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [1] | 1396-50.01(18) | Articles and bylaws may permit mail voting, rules |
| Texas [3] | 5746(c) | Similar to Standard Act |
| Utah | 3-1-8(b) | Bylaws may provide for mail voting |
| Virginia [1] | 13.1-301.2(b) | May be provided in bylaws |
| Virginia [2] | 13.1-316(i), 319(b) | May be provided in articles, bylaws |
| Washington [1] | 23.86.150 | Written, signed vote on specific issue, copy of motion |
| West Virginia | 19-4-8(c) | Similar to Standard Act |
| Wisconsin | 185.12(4) | Absent member may submit signed vote, previous notice |

Table 11.05—Association control—other than natural persons

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-7(b) | Nonstock; any individual, associate, officer, manager, member; written |
| Alabama [3] | 2-10-97 | Similar to Standard Act |
| Alaska | 10.15.130(b) | May be represented by designated person or principal officers |
| Arkansas [1] | 77-907(b) | Similar to Standard Act |
| Arkansas [3] | 77-1007(b) | Similar to Standard Act, applies to any association |
| California [1] | 54232 | Similar to Standard Act |
| Colorado [2] | 7-56-108(2) | Similar to Standard Act |
| Connecticut [2] | 33-205 | Similar to Standard Act |
| Georgia | 65-205 | Similar to Standard Act |
| Idaho | 22-2607(b) | Similar to Standard Act |
| Indiana | 15-7-1-6(d) | Similar to Standard Act |
| Kansas [2] | 17-1606(b) | Similar to Standard Act |
| Kentucky [2] | 272.191(2) | Similar to Standard Act |
| Louisiana [2] | 126 | Similar to Standard Act |
| Massachusetts [3] | 14 | Representative authorized in writing |
| Minnesota [1] | 308.07(3) | Member association may appoint representative |
| Minnesota [2] | 308.57 | Similar to Standard Act |
| Mississippi [2] | 79-19-11(2) | Similar to Standard Act |
| Missouri [1] | 274.040(2) | Similar to Standard Act |
| Montana [3] | 35-17-301 | Similar to Standard Act |
| New Hampshire | 301:9 | Similar to Standard Act |
| New Jersey | 4:13-21 | May be represented by natural persons |
| New York | 41 | Representative authorized in writing |
| North Carolina [2] | 54-145(b) | Similar to Standard Act |
| North Dakota | 10-15-16(6) | May be represented by designated person or principal officer |
| Ohio | 1720.09(B) | Similar to Standard Act |
| Oklahoma [1] | 337(b) | Similar to Standard Act |
| Oregon | 62.265(2) | Any principal officer unless other representative designated |
| South Carolina [2] | 33-47-450 | Similar to Standard Act |
| South Dakota | 47-16-15 | Any principal officer unless other representative designated |
| Tennessee | 43-16-109 | Similar to Standard Act |
| Texas [3] | 5743(b), 5748 | Similar to Standard Act, act as member for association member |
| Vermont | 999 | Similar to Standard Act |
| Washington [2] | 24.32.060(2) | Similar to Standard Act |
| West Virginia | 19-4-5 | Similar to Standard Act |
| Wisconsin | 185.12(5) | Any principal officer unless other representative designated |

Table 11.06—Association control—lien on stock

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-14 | Retention as security not to affect member's right to vote |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [1] | 54235 | Similar to Standard Act |
| Colorado [2] | 7-56-116(2) | Similar to Standard Act |
| Florida [1] | 618.15 | Similar to Standard Act, but voting affected if notes not paid |
| Georgia | 65-206 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.2 | Similar to Standard Act, but voting affected if notes not paid |
| Indiana | 15-7-1-13(a) | Similar to Standard Act, but voting affected if notes not paid |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Montana [3] | 35-17-302(2) | Similar to Standard Act |
| New Hampshire | 301:26 | Similar to Standard Act |
| New York | 40 | Similar to Standard Act, but voting affected if note is past due |
| North Carolina [2] | 54-148(b) | Similar to Standard Act |
| Ohio | 1729.10(B) | Similar to Standard Act |

| | | |
|--------------------|--------------|-------------------------|
| Pennsylvania [2] | 12114(b) | Similar to Standard Act |
| South Carolina [2] | 33-47-610 | Similar to Standard Act |
| Tennessee | 43-16-124 | Similar to Standard Act |
| Texas [3] | 5750 | Similar to Standard Act |
| Vermont | 1015 | Similar to Standard Act |
| Virginia [2] | 13.1-322(a) | Similar to Standard Act |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wyoming | 17-10-110(2) | Similar to Standard Act |

Table 11.07—Association control—cumulative voting

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Arkansas [3] | 77-1014 | May have as many votes as directors being elected |
| California [1] | 54114 | May be provided or prohibited in bylaws |
| Colorado [1] | 7-55-110 | Prohibited except for associations incorporated before 1973 |
| Colorado [2] | 7-56-116(5) | Shall not be allowed |
| Kansas [1] | 17-1511 | Each member may have one vote for each director elected |
| Missouri [2] | 357.090 | Each shareholder may have one vote for each director elected |

Table 11.08.01—Association control—special voting rules—nonmember, member classes

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| Alaska | 10.15.075 | For nonmember share votes, rules of business corporation apply |
| Iowa [3] | 499.14 | May have voting and nonvoting membership in nonstock association |
| Louisiana [2] | 126 | Articles or bylaws may permit nonproducers as nonvoting members |
| Mississippi [1] | 79-17-23 | May have nonshareholder members, all rights except voting, dividends |
| Oregon | 62.195(1) | For nonmember share votes, rules of business corporations apply |
| Washington [2] | 24.32.060(4) | Voting rights for associate members prohibited or restricted in bylaws |

Table 11.08.02—Association control—special voting rules—preferred stock

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-14 | With or without right to vote |
| Alabama [2] | 2-10-62 | With or without right to vote |
| Arkansas [2] | 77-914 | With or without right to vote |
| Arkansas [3] | 77-1014 | With or without right to vote |
| California [1] | 54081(f) | Voting power may be restricted to holders of common stock |
| Colorado [2] | 7-56-116(6) | With or without right to vote |
| Georgia | 65-206 | With or without right to vote |
| Hawaii | 421-11(e) | Preferred shareholders shall not be entitled to vote |
| Idaho | 22-2614 | With or without right to vote |
| Iowa [3] | 499.24 | Preferred stock shall have no vote |
| Kansas [2] | 17-1613 | With or without right to vote |
| Kentucky [2] | 272.201(7) | With or without right to vote |
| Louisiana [2] | 133 | With or without right to vote |
| Maine | 1912(5) | Preferred shareholders shall not have right to vote |
| Minnesota [2] | 308.65 | With or without right to vote |
| Mississippi [1] | 79-17-23 | Preferred stock may enjoy voting rights |
| Mississippi [2] | 79-19-26 | Preferred stock may enjoy voting rights |
| Montana [1] | 35-15-401(2) | Preferred stock shall not have voting rights |
| New Hampshire | 301:29 | With or without right to vote |
| New Mexico [2] | 76-12-12(F) | Preferred stockholders shall not be entitled to vote |
| North Carolina [2] | 54-148(f) | With or without right to vote |
| Ohio | 1729.10(H) | Preferred stock does not carry right to vote |
| Oklahoma [2] | 361k(d) | Preferred stockholder shall not be entitled to vote |
| Pennsylvania [2] | 12114(a) | Preferred stock shall carry no voting rights |
| South Carolina [2] | 33-47-620 | With or without right to vote |
| Tennessee | 43-16-127 | With or without right to vote |

Table 11.08.02—Association control—special voting rules—preferred stock (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Texas [3] | 5750 | With or without right to vote |
| Utah | 3-1-5(h), 11(e) | Common stock shall carry all voting rights |
| Vermont | 1017 | Preferred stock shall carry no voting privileges |
| Washington [2] | 24.32.160 | With or without right to vote |
| West Virginia | 19-4-13 | With or without right to vote |
| Wyoming | 17-10-110(g) | Preferred stock without right to vote |

Table 11.08.03—Association control—special voting rules—subscribers

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.020 | Bylaws may permit membership with partial payment and agreement |
| District of Columbia | 29-824 | Articles or bylaws may give subscriber right to vote |
| Hawaii | 421-11(a) | Bylaws may permit subscriber to vote and hold office |
| Illinois [1] | 316 | Bylaws may give subscriber right to vote, provided part paid in cash |
| Iowa [1] | 497.15 | Bylaws may allow subscribers to vote if part payment in cash |
| Iowa [3] | 499.16 | Articles may provide for subscriber vote if part payment made |
| New Mexico [1] | 53-4-24 | Articles or bylaws may determine rights of subscribers |
| New Mexico [2] | 76-12-12(6) | May vote when 20 percent of stock is paid for |
| North Carolina [1] | 54-119 | May vote as shareholders provided part paid in cash |
| North Dakota | 10-15-16(1) | No vote unless fully paid, unless bylaws provide otherwise |

| | | |
|----------------|----------------|---|
| Oklahoma [2] | 361k(b) | Bylaws may permit subscriber to vote if 20 percent paid |
| Oregon | 62.145 | Bylaws may authorize membership upon partial payment |
| Rhode Island | 33-45-100 | Subscribers may vote at organization meeting when 50 percent subscribed |
| South Dakota | 47-16-17 | No vote unless fully paid, unless bylaws provide otherwise |
| Texas [1] | 1396-50.01(27) | Articles or bylaws may determine voting rights of subscribers |
| Texas [2] | 2519 | Subscribers entitled to vote |
| Utah | 3-1-11(a) | Bylaws may permit vote before payment in full |
| Virginia [1] | 13.1-305 | Bylaws may permit vote if part paid in cash |
| Washington [1] | 23.86.110 | Bylaws may permit vote if one-fifth paid in cash |
| Wisconsin | 185.12(1) | No vote unless fully paid, unless bylaws provide otherwise |

Table 11.08.04—Association control—special voting rules—other

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Colorado [1] | 7-55-101(c) | Voting rights limited to association members |
| District of Columbia | 29-813 | No device to evade one member, one vote rule enforceable |
| Florida [2] | 619.07(3) | Two-thirds vote to participate with other organization in common purpose |
| Kentucky [2] | 272.141(2) | Two-thirds vote for extension of association existence |
| Maine | 1775 | Two-thirds to adopt statute by existing organization |
| | 1911(3) | Loss of voting right upon ineligibility for membership |

Table 11.08.04—Association control—special voting rules—other

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Minnesota [1] | 308.06(2)(3) | Articles must say only common shareholders may vote |
| Nebraska [2] | 21-1406 | Only members shall have right to vote |
| Nevada [1] | 81.100 | If member property interests unequal, majority requirement changed |
| New Jersey | 4:13-24.1 | If majority vote of members required, no proportional vote |
| New Mexico [1] | 53-4-13 | No device to evade one member, one vote rule enforceable |
| New York | 46 | If majority vote of members required, no proportional vote |
| South Dakota | 47-16-17 | Articles may require higher majority than statute |
| | 47-16-18 | No person other than member may vote |
| Washington [2] | 23.86.210 | Two-thirds vote to convert from cooperative to profit organization |
| Wisconsin | 185.91 | Articles may require higher majority than statute, except dissolution |

Table 11.10.02—Association control—member meetings—requirement

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-11 | Bylaws shall provide for one or more regular meetings annually |
| Alabama [2] | 2-10-59 | Similar to Standard Act |
| Alaska | 10.15.120(a), (b) | Annual meeting; time and place in statute unless in bylaws |
| Arizona | 10-714 | Similar to Standard Act |
| Arkansas [2] | 77-911 | Similar to Standard Act |
| Arkansas [3] | 77-1011 | Similar to Standard Act |
| Colorado [2] | 7-56-112 | Similar to Standard Act |
| Connecticut [1] | 33-186 | First meeting, notice of waiver |
| District of Columbia | 29-810 | At least once a year |
| Florida [1] | 618.11 | Similar to Standard Act |
| Georgia | 65-211 | Similar to Standard Act |
| Hawaii | 421-12 | Bylaws may provide; organization meeting required |
| Idaho | 22-2611 | Similar to Standard Act |
| Illinois [2] | 450 | Similar to Standard Act |
| Indiana | 15-7-1-10 | Similar to Standard Act |
| Iowa [3] | 499.27 | Regular meetings at least annually; initial date in articles |
| Kansas [2] | 17-1610 | Similar to Standard Act |
| Kentucky [2] | 272.161 | Bylaws may provide |
| Louisiana [1] | 79 | Similar to Standard Act |
| Louisiana [2] | 130 | Similar to Standard Act |
| Maine | 1827 | May provide for one or more annually |
| Maryland | 5-519(a) | Shall hold annual meeting |
| Massachusetts [3] | 12 | First meeting within 6 months of incorporation |
| Minnesota [1] | 308.09(1) | Regular meetings, annually or as determined by board, articles, bylaws |
| Minnesota [2] | 308.61 | Similar to Standard Act |
| Mississippi [2] | 79-19-19 | Similar to Standard Act |

Table 11.10.02—Association control—member meetings—requirement (continued)

| Statute | Section or article | Description |
|--------------------|-----------------------|--|
| Missouri [1] | 274.100 | Similar to Standard Act |
| Montana [1] | 35-15-203 | First meeting required within 10 or more shares subscribed |
| | 35-15-302 | Bylaws may provide, otherwise 6 months after fiscal year |
| Montana [3] | 35-17-305 | Similar to Standard Act |
| Nebraska [2] | 21-1408 | Similar to Standard Act |
| New Hampshire | 301:12 | Similar to Standard Act |
| New Jersey | 4:13-17 | First meeting requirement |
| New Mexico [1] | 53-4-10 | At least one per year |
| New Mexico [2] | 76-12-13 | Similar to Standard Act |
| North Carolina [1] | 54-116(4) | Bylaws must give date of annual meeting |
| North Carolina [2] | 54-137 | Similar to Standard Act |
| North Dakota | 10-15-10, 10-15-17(2) | First and annual meetings |
| Ohio | 1729.12 | Similar to Standard Act |
| Oklahoma [1] | 342 | First meeting within 40 days |
| Oklahoma [2] | 361m | Similar to Standard Act |
| Oregon | 62.255(2) | Annual meeting at time in bylaws, or fixed by board |
| Pennsylvania [1] | 12012, 12,013 | First meeting; quarterly meetings required |
| Pennsylvania [2] | 12119 | At least one member or delegate meeting per year |
| Rhode Island | 7-7-14 | Time and place specified in bylaws |

| | | |
|--------------------|----------------------|--|
| South Carolina [1] | 33-45-100 | First meeting of subscribers after 50 percent subscription |
| South Carolina [2] | 33-47-820 | Similar to Standard Act |
| South Dakota | 47-16-2 | Annual meeting shall be held pursuant to bylaws |
| Tennessee | 43-16-115 | Similar to Standard Act |
| Texas [1] | 1396-50.01(13)(a) | Bylaws may provide, at least once a year |
| Texas [3] | 5747 | Similar to Standard Act |
| Utah | 3-1-12 | Bylaws may provide; organization meeting required |
| Vermont | 1002 | Similar to Standard Act |
| Virginia [2] | 13.1-323 | Similar to Standard Act; first meeting |
| Washington [2] | 24.32.100 | Similar to Standard Act |
| West Virginia | 19-4-9 | Similar to Standard Act |
| Wisconsin | 185.06(1); 185.13(2) | First meeting; annual meeting shall be held pursuant to bylaws |
| Wyoming | 17-10-112 | Similar to Standard Act |

Table 11.10.03—Association control—member meetings—special meetings

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-11 | Louisiana [2] | 130 |
| | | Maine | 1827 |
| Alabama [2] | 2-10-59 | Maryland | 5-519(c) |
| Alaska | 10.15.120(c) | Massachusetts [2] | 4 |
| Arizona | 10-714 | Minnesota [1] | 308.09(2) |
| Arkansas [2] | 77-911 | Minnesota [2] | 308.61 |
| Arkansas [3] | 77-1011 | Mississippi [2] | 79-19-19 |
| California [2] | 12700 | | |
| Colorado [2] | 7-56-112 | Missouri [1] | 274.100 |
| District of Columbia | 29-810 | Montana [1] | 35-15-302 |
| Florida [1] | 618.11 | Montana [3] | 35-17-305 |
| Georgia | 65-211 | Nebraska [2] | 21-1408 |
| | | New Hampshire | 301:13 |
| Hawaii | 421-12 | | |
| Idaho | 22-2611 | New Mexico [2] | 53-4-10 |
| Illinois [2] | 450 | New Mexico [2] | 76-12-13 |
| Indiana | 15-7-1-10 | North Carolina [2] | 54-137 |
| Iowa [3] | 499.27 | North Dakota | 10-15-17(3) |
| | | Ohio | 1729.12 |
| Kansas [2] | 17-1610 | | |
| Kentucky [2] | 272.161 | Oklahoma [2] | 361m |
| Louisiana [1] | 79 | Oregon | 62.255(3) |

Table 11.10.03—Association control—member meetings—special meetings (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| Pennsylvania [2] | 12119 | Vermont | 1003 |
| Rhode Island | 7-7-14 | Virginia [2] | 13.1-323 |
| South Carolina [2] | 33-47-820 | Washington [2] | 24.32.100 |
| | | West Virginia | 19-4-9 |
| South Dakota | 47-16-3 | Wisconsin | 185.13(3) |
| Tennessee | 43-16-115 | | |
| Texas [1] | 1396-50.01(13)(a) | Wyoming | 17-10-112 |
| Texas [3] | 5747 | | |
| Utah | 3-1-12 | | |

Table 11.10.04—Association control—member meetings—calling special meetings

| Statute | Section or article | Description |
|--------------|--------------------|--|
| STANDARD | 883f-11 | Board or 10 percent of members by petition, business stated |
| Alabama [2] | 2-10-59 | Similar to Standard Act |
| Alaska | 10.15.120(c), (d) | President or board; and by 10 percent petition, purpose stated |
| Arizona | 10-714 | Similar to Standard Act |
| Arkansas [2] | 77-911 | Similar to Standard Act |
| Arkansas [3] | 77-1011 | Similar to Standard Act |

Table 11.10.04— Association control—member meetings—calling special meetings (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [2] | 12700 | Written request of 20 percent of shareholders |
| Colorado [2] | 7-56-112 | Similar to Standard Act |
| District of Columbia | 29-810 | Majority vote of directors, or written petition, 10 percent of members |
| Florida [1] | 618.11 | Similar to Standard Act |
| Georgia | 65-211 | Similar to Standard Act |
| Hawaii | 421-12 | Board of directors, petition of 10 percent of all members |
| Idaho | 22-2611 | Similar to Standard Act |
| Illinois [2] | 450 | Similar to Standard Act |
| Indiana | 15-7-1-10 | Similar to Standard Act |
| Iowa [3] | 499.27 | Board of directors, and written demand of 20 percent of members |
| Kansas [2] | 17-1610 | Similar to Standard Act |
| Kentucky [2] | 272.161 | Similar to Standard Act |
| Louisiana [1] | 79 | Similar to Standard Act |
| Louisiana [2] | 130 | Similar to Standard Act |
| Maine | 1827 | Similar to Standard Act |
| Maryland | 5-519(c)(1), (2) | Similar to Standard Act |
| Massachusetts [2] | 4 | If units or districts used, petition of one-tenth of unit members |
| Minnesota [1] | 308.09(2) | Majority of directors or 20 percent of stockholders |
| Minnesota [2] | 308.61 | Similar to Standard Act |
| Mississippi [2] | 79-19-19 | Similar to Standard Act |
| Missouri [1] | 274.100 | Similar to Standard Act |
| Montana [1] | 35-15-302 | President, board or stockholders having one-fifth total vote |
| Montana [3] | 35-17-305 | Similar to Standard Act |
| Nebraska [2] | 21-1408 | Similar to Standard Act |
| New Hampshire | 301:13 | Similar to Standard Act |
| New Mexico [1] | 53-4-10 | Majority of directors, or one-tenth members by petition, within 30 days |
| New Mexico [2] | 76-12-13 | Similar to Standard Act |
| North Carolina [2] | 54-137 | Similar to Standard Act |
| North Dakota | 10-15-17(3) | President or board; or members having one-fifth total vote |
| Ohio | 1729.12 | Similar to Standard Act |
| Oklahoma [2] | 361m | Similar to Standard Act |
| Oregon | 62.255(3) | President or board; and by 10 percent petition, purpose stated |
| Pennsylvania [2] | 12119 | Special meetings governed by associations bylaws |
| Rhode Island | 7-7-14 | Similar to Standard Act |
| South Carolina [2] | 3-47-820 | Similar to Standard Act |

Table 11.10.04—Association control—member meetings—calling special meetings (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| South Dakota | 47-16-3 | President or board, or members having one-fifth total vote |
| Tennessee | 43-16-115 | Similar to Standard Act |
| Texas [1] | 1396-50.01(13)(a) | Majority of directors or one-tenth of membership |
| Texas [3] | 5747 | Similar to Standard Act |
| Utah | 3-1-12 | Similar to Standard Act |
| Vermont | 1003 | Similar to Standard Act |
| Virginia [2] | 13.1-323 | Similar to Standard Act |
| Washington [2] | 24.32.100 | Similar to Standard Act |
| West Virginia | 19-4-9 | Similar to Standard Act |
| Wisconsin | 185.13(3) | President or board, or members having one-fifth total vote |
| Wyoming | 17-10-112 | Similar to Standard Act |

Table 11.10.05—Association control—member meetings—notice

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-11 | 10-day mailed notice, bylaws may require publication (see text) |
| Alabama [2] | 2-10-59 | Similar to Standard Act |
| Alaska | 10.15.190, 120(d) | Not less than 7 nor more than 30 days, personal or mail, written waiver |
| Arizona | 10-714 | Similar to Standard Act |
| Arkansas [2] | 77-911 | Similar to Standard Act |
| Arkansas [3] | 77-1011 | Similar to Standard Act except 5 days |
| Colorado [2] | 7-56-112 | Similar to Standard Act |
| Delaware | 8523 | Ten days written notice for meeting on removal of director |
| District of Columbia | 29-811 | Specified in bylaws, for special meeting, purpose must be stated |
| Florida [1] | 618.11 | Similar to Standard Act |
| Georgia | 65-211 | Similar to Standard Act |
| Hawaii | 421-12 | Similar to Standard Act, no publication allowed for articles amendment |
| Idaho | 22-2611 | Similar to Standard Act |
| Illinois [2] | 450 | Similar to Standard Act |
| Indiana | 15-7-1-10 | Similar to Standard Act |
| Iowa [3] | 499.27 | Similar to Standard Act |
| Kansas [2] | 17-1610 | Standard Act unless articles, bylaws modify, no publication for articles amend. |
| Kentucky [2] | 272.161 | Standard Act unless articles, bylaws modify, no publication for articles amend. |
| Louisiana [1] | 79 | Similar to Standard Act except 5 days |
| Louisiana [2] | 130 | Similar to Standard Act except 5 days |
| Maine | 1827 | Standard Act unless articles, bylaws modify, no publication for articles amend. |
| Maryland | 5-519(d) | Mailed 10 days prior, purpose stated for special meeting |
| Minnesota [1] | 308.09(1), (2) | 2 weeks for publication, 15 days for mail, purpose for special |
| Minnesota [2] | 308.61 | Similar to Standard Act |

Table 11.10.05— Association control—member meetings—notice (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [2] | 79-19-19, 11 | Similar to Standard Act, 5 days publication notice, first meeting |
| Missouri [1] | 274.100 | Similar to Standard Act |
| Missouri [2] | 357.030 | 50-day notice for special meeting to amend articles |
| Montana [1] | 35-15-302(4), 203 | Not less than 7, more than 30 days for regular or special, 10 days for initial |
| Montana [2] | 35-16-205 | Written notice for first meeting within 30 days of incorporation |
| Montana [3] | 35-17-305 | Similar to Standard Act |
| Nebraska [2] | 21-1408 | Similar to Standard Act |
| New Hampshire | 301:14 | Similar to Standard Act |
| New Jersey | 4:13-17 | 2 days special notice for first meeting, waiver |
| New Mexico [1] | 53-4-11 | Notice as in bylaws, purpose for special meeting |
| New Mexico [2] | 76-12-13 | Similar to Standard Act |
| North Carolina [1] | 54-116(4), 125 | Notice required in bylaws, 10 days for meeting to amend articles |
| North Carolina [2] | 54-137 | Similar to Standard Act |
| North Dakota | 10-15-17(H)(5), 19 | Not less than 10 days nor more than 30, purpose for special, signed waiver |
| Ohio | 1729.12 | Similar to Standard Act |
| Oklahoma [2] | 361m | Similar to Standard Act |
| Oregon | 62.255(4), 315 | Not less than 7 nor more than 30 days, waiver |
| Pennsylvania [1] | 12012 | 4 days for first meeting |
| Pennsylvania [2] | 12119 | 10 days for initial, bylaws to provide for others |
| Rhode Island | 7-7-14 | Similar to Standard Act except 5 days |
| South Carolina [2] | 33-47-820 | Similar to Standard Act |
| South Dakota | 47-15-47 | May be waived or given in person or by mail |
| | 47-16-5, 6 | Not less than 10 nor more than 30 days, purpose for special |
| Tennessee | 43-16-115 | Similar to Standard Act |
| Texas [1] | 1396-50.01(14) | Time and place specified in bylaws, purpose for special meeting |
| Texas [3] | 5747 | Similar to Standard Act |
| Utah | 3-1-12 | Similar to Standard Act, 10 day notice for organizational meeting |
| Vermont | 1004 | Statement of purpose, mailed or telegraphed 10 days prior |
| Virginia [2] | 13.1-323 | Standard Act unless articles, bylaws modify, no publication for articles amend. |
| Washington [2] | 24.32.100 | 10 days by mail |
| West Virginia | 19-4-9 | Similar to Standard Act |
| Wisconsin | 185.15 | Notice may be waived or given in person or by mail |
| | 185.13(4) | Not less than 7 nor more than 30 days, purpose for special |
| Wyoming | 17-10-112 | Similar to Standard Act except 20 days |

Table 11.10.06—Association control—member meetings—quorum

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.135 | 10 percent of members unless greater proportion in bylaws |
| Arkansas [3] | 77-1010(2) | To amend articles or bylaws, quorum specified based on membership |
| California [2] | 12701 | Lesser of 250 or 5 percent of members, bylaws may require more |
| Colorado [1] | 7-55-119 | Lesser of 50 or 5 percent of members, articles or bylaws may require more |
| District of Columbia | 29-815 | Effect of mail vote for quorum may be in articles in bylaws |
| Maryland | 5-520(b) | Mail vote may not be counted in computing quorum |
| Minnesota [1] | 308.10 | 10 percent if less than 500 members, 50 members if more |
| Montana [1] | 35-15-302 | If not in articles or bylaws, 10 percent of first 100, 5 percent of additional |
| Montana [2] | 35-16-207 | Bylaws to provide shareholders, members, acres, production for quorum |
| Nebraska [1] | 21-1303(6) | Articles or bylaws may specify quorum |
| New Jersey | 4:13-24 | Mail votes counted same as other votes for quorum |
| New Mexico [1] | 53-4-15 | Effect of mail vote for quorum may be in articles or bylaws |
| North Carolina [1] | 54-116(4) | Bylaws must indicate number of members constituting quorum |
| North Carolina [2] | 54-136 | Quorum required in articles, bylaws cannot be altered by board |
| North Dakota | 10-15-18 | Percentage and number rules, bylaws may require more |
| Oregon | 62.275(1) | Those present at meeting unless bylaws provide more |
| South Carolina [1] | 33-45-100 | At initial meeting, majority in person or by proxy |
| South Dakota | 47-16-7 | Percentage and number rules, bylaws may require more |
| Texas [1] | 1396-50.01(18)(b) | Articles, bylaws may determine if mail votes counted for quorum |
| Virginia [1] | 13.1-301.2(a) | May be less than majority as set in bylaws |
| Wisconsin | 185.14 | Percentage and number rules, bylaws may require more |

Table 11.10.07—Association control—member meetings—failure to hold

| Statute | Section or article | Description |
|--------------|--------------------|--|
| Alaska | 10.15.120(b) | Does not work forfeiture or dissolution |
| | 10.15.185 | Action may be taken without meeting with unanimous consent |
| North Dakota | 10-15-28 | Action may be taken without meeting with majority consent |
| Oregon | 62.305 | Action may be taken without meeting with unanimous consent |
| | 62.255(2) | Does not work forfeiture or dissolution |
| South Dakota | 47-16-8, 9 | Action may be taken without meeting with unanimous consent |
| Wisconsin | 185.34 | Action may be taken without meeting with unanimous consent |
| | 185.06(2) | Failure to hold first meeting within 6 months does not effect validity |

Table 11.11—Association control—referendum

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-16 | Demand of one-third of board, approved matter, member referendum |
| Alabama [2] | 2-10-64 | Similar to Standard Act |
| Arizona | 10-715 | Similar to Standard Act |
| Arkansas [2] | 77-916 | Similar to Standard Act |
| Arkansas [3] | 77-1015 | Similar to Standard Act |
| California [2] | 12705 | Referendum if written request by 20 percent of members |

Table 11.11—Association control—referendum (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Colorado [2] | 7-56-118 | Similar to Standard Act |
| Delaware | 8510(1) | Bylaws may provide member vote on issue at board's request |
| District of Columbia | 29-821 | Board action referendum, demand by 10 percent members, majority of board |
| Florida [1] | 618.16 | Similar to Standard Act |
| Georgia | 65-212 | Similar to Standard Act |
| Hawaii | 421-17 | Demand of two-fifths board, same meeting, matters of policy |
| Idaho | 22-2616 | Similar to Standard Act |
| Illinois [2] | 456 | Similar to Standard Act |
| Iowa | 499.39 | Similar to Standard Act, if in articles, rights not impaired |
| Kansas [2] | 17-1615 | Similar to Standard Act |
| Louisiana [2] | 135 | Similar to Standard Act |
| Maine | 1875 | Demand of two-fifths board, same meeting, matters of policy |
| Minnesota [2] | 308.67 | Similar to Standard Act |
| Mississippi [2] | 79-19-29 | Similar to Standard Act |
| Missouri [1] | 274.150 | Similar to Standard Act |
| Montana [3] | 35-17-314 | Similar to Standard Act except 40 percent of board |
| New Mexico [1] | 53-4-21 | Articles or bylaws, 10 percent of members or board majority, rights not impaired |
| North Carolina [2] | 54-150 | Similar to Standard Act |
| Ohio | 1729.17 | Similar to Standard Act, same meeting, matters of policy |
| South Carolina [2] | 33-47-430 | Similar to Standard Act |

| | | |
|---------------|----------------|--|
| Tennessee | 43-16-132 | Similar to Standard Act, same meeting, matters of policy |
| Texas [1] | 1396-50.01(24) | Articles or bylaws, 10 percent of members or board majority, rights not impaired |
| Texas [3] | 5752 | Similar to Standard Act |
| Virginia [2] | 13.1-328 | Articles or bylaws, 2/5 bd, 20 pct. member demand, board decision, same meeting |
| West Virginia | 19-4-15 | Similar to Standard Act, same meeting, matters of policy |

Table 11.12.01—Association control—books and records—requirement

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.315(a) | Books of account, minutes, names and addresses of all members, stockholders |
| Arkansas [1] | 64-1511(A) | Books of account, minutes, names, addresses, amount owed of all shareholders |
| California [1] | 54204 | Annual report to be prepared from books |
| District of Columbia | 29-833 | Books required |
| Hawaii | 421-11(c) | Books shall show interest of members in reserves and excess |
| Maine | 1912(3) | Books must show interest of patrons in reserves |
| Minnesota [1] | 308.06(2)(8) | Articles must require that books may show patron interest in reserves |
| Minnesota [2] | 308.903 | Offices, stockholders and members have access to State report |
| Missouri [2] | 357.140 | Books must show business operations |
| New Mexico [1] | 53-4-33 | Books are to record business operations |
| North Dakota | 10-15-35 | Books of account, minutes, names and addresses of stockholders, members |
| Oklahoma [2] | 3611(a) | Statement each year to show financial conditions (see text) |
| Oregon | 62.440(1) | Books of account, minutes, names, addresses of members, stockholders |
| Pennsylvania [2] | 12112.2(a) | Complete, appropriate, accurate books, salaries and payments |
| South Dakota | 47-20-1 | Books of account, minutes, names, addresses of members, stockholders |

Table 11.12.01—Association control—books and records—requirement (continued)

| Statute | Section or article | Description |
|-----------|--------------------|--|
| Texas [1] | 1396-50.01(35) | Standard accounting practices, statements, capital, membership |
| Wisconsin | 185.47(1) | Books of account, minutes, names, addresses of members, stockholders |
| Wyoming | 17-10-119 | Statement each year to show financial condition |

Table 11.12.02—Association control—books and records—audit

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Delaware | 8538 | At close of fiscal year, audit by qualified accountant, confidential |
| District of Columbia | 29-833 | End of year, experienced bookkeeper or accountant, or committee |
| Missouri [2] | 357.140 | Audit required, may make recommendations on business |
| New Jersey | 4:13-34 | Auditing committee of 3, or CPA |
| New Mexico [1] | 53-4-33 | End of fiscal year, experienced bookkeeper or accountant, or committee |
| New York | 75 | End of fiscal year, experienced bookkeeper or accountant, or audit committee |
| Pennsylvania [2] | 12127(a), (b) | End of fiscal year, qualified accountant, confidential |
| Texas [1] | 1396-50.01(35) | Directors shall appoint a review committee |
| Washington [2] | 24.32.250 | Annual audit by accountant not continuously employed by association |

Table 11.12.03—Association control—books and records—inspection, distribution

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.315 | Member or stockholder, or written notice, for proper purpose |
| Arkansas [1] | 64-1511(B)-(D) | Stockholder of 6 mths., written notice, for proper purpose, and 6 mths. accounting |
| California [1] | 54204 | Unless specifically dispensed within bylaws, report sent to members in 120 days |
| District of Columbia | 29-833 | Written report of audit, number, member business, to annual meeting |
| Hawaii | 421-22 | Copy of audit to annual meeting, or mailed or published |
| Minnesota [1] | 308.09(1) | Reports covering business and assn. condition must be submitted to stockholders |
| Minnesota [2] | 308.903 | Offices, stockholders and numbers have access to State reports |
| New Jersey | 4:13-34 | Audit shall be submitted to members or delegates at meeting |
| New Mexico [1] | 53-4-33 | Written report of audit, member, nonmember business, to annual meeting |
| New York | 75 | Written report of audit, member, nonmember business, to annual meeting |
| North Dakota | 10-15-35 | Member or shareholder, on written notice, for proper purpose |
| Oklahoma [2] | 3611(a) | Member may examine financial statement of any reasonable time |
| Oregon | 62.440(1) | Member or shareholder, on written notice, for proper purpose |
| Pennsylvania [1] | 12005, 12013 | Posted stock, financial information, inspection allowed, presented at meetings |
| Pennsylvania [2] | 12112.2(b), (c) | Right of member to inspect for proper purpose |
| South Dakota | 47-20-2, 3, 4 | Must mail financial statement to members, books open to inspection |
| Texas [1] | 1396-50.01(35) | Shall be submitted at annual meeting |
| Virginia [2] | 13.1-333 | Annual report information to be presented, mailed or published |
| Washington [2] | 24.32.250 | Audit report available to members |
| Wisconsin | 185.47(1) | Member or shareholder, on written notice, for proper purpose |
| Wyoming | 17-10-119 | One copy mailed to each member or stockholder, right to examine |

Table 12.01—Directors—number

| Statute | Section or article | Description |
|----------------------|----------------------|---|
| STANDARD | 883f-12 | Not less than 5 |
| Alabama [2] | 2-10-56, 60 | Not less than 5 |
| Alaska | 10.15.140(b) | Not less than 3 |
| Arizona | 10-704(A)(5) | Not less than 5 |
| Arkansas [1] | 64-1508 | Not less than 5 |
| Arkansas [2] | 66-908(e), 912 | Not less than 5 |
| Arkansas [3] | 77-1008(e), 1012 | Not less than 5 |
| California [1] | 54141 | Not less than 3 |
| California [2] | 12401(d) | Not less than 5 nor more than 25 |
| Colorado [2] | 7-55-102(e) | Not less than 3 |
| Colorado [3] | 7-56-109(e), 113 | Not less than 5 |
| Connecticut [1] | 33-185 | Not less than 7 |
| Delaware | 8503(a)(o), 8521(a) | Not less than 5 |
| District of Columbia | 29-818 | Not less than 5 |
| Florida [1] | 618.04(5), 618.12(1) | Not less than 3 |
| Florida [2] | 619.04(5) | Not less than 3 |
| Georgia | 65-208 | Not less than 5 |
| Hawaii | 421-13(a) | Not less than 3 |
| Idaho | 22-2610(d), 2612 | Not less than 5 |
| Illinois [1] | 311 | Not less than 5 |
| Illinois [2] | 447(e), 451 | Not less than 5 |
| Indiana | 15-7-1-11 | Not less than 5, number must be fixed in bylaws |
| Iowa [1] | 497.4 | Not less than 5 |
| Iowa [2] | 498.8 | Not less than 5 |
| Iowa [3] | 499.36(1) | Not less than 5 |
| Kansas [1] | 17-1510 | Not less than 5 |
| Kansas [2] | 17-1607(e), 1611 | Not less than 5 |
| Kentucky [2] | 272.171(1) | Not less than 5 |
| Louisiana [1] | 76(n), 80 | Not less than 5 |
| Louisiana [2] | 127(4), 131 | Not less than 5 |
| Maine | 1871(1) | Not less than 3 |
| Minnesota [1] | 308.11 | Not less than 5 |
| Minnesota [2] | 308.62 | Not less than 5 |
| Mississippi [1] | 79-17-17 | As provided in bylaws |
| Mississippi [2] | 79-19-13(e), 21 | Not less than 5 |
| Missouri [1] | 274.070(1)(5) | Not less than 5 |
| Missouri [2] | 357.080(1) | Not less than 5 |
| Montana [1] | 35-15-304(2) | Not less than 3, number specified in bylaws |
| Montana [2] | 35-16-202 | Not less than 3 |

Table 12.01—Directors—number (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Montana [3] | 35-17-202 | Not less than 5 nor more than 13 |
| Nebraska [2] | 21-1403(5) | Not less than 5 |
| Nevada [1] | 81.090(1) | Not less than 3 |
| Nevada [3] | 81.440(5) | Not less than 3 |
| New Hampshire | 301:15 | Not less than 5 |
| New Jersey | 4:13-19 | Not less than 3 |
| New Mexico [1] | 53-4-18 | Not less than 5 |
| New Mexico [2] | 76-12-14 | Not less than 5 nor more than 21 |
| New York | 11(6) | Not less than 5 |
| North Carolina [1] | 54-116(5) | Required in bylaws |
| | 54-123 | Not less than 5 |
| North Carolina [2] | 54-134(5), 146(a) | Not less than 5 |
| North Dakota | 10-15-25(2) | Minimum based on membership, in articles or bylaws |
| Ohio | 1729.13 | Not less than 5 |
| Oklahoma [1] | 344 | Not less than 5 |
| Oklahoma [2] | 361n | Not less than 5 nor more than 21 |
| Oregon | 62.280(2) | Not less than 3, number fixed in bylaws |
| Pennsylvania [1] | 12012 | At first meeting either 6, 8, or 10 directors to be elected |

| | | |
|--------------------|---------------------|--|
| Pennsylvania [2] | 12122(a) | Not less than 5 |
| Rhode Island | 7-7-14 | Not less than 5 |
| South Carolina [1] | 33-45-100 | Not less than 5 nor more than 9 |
| South Carolina [2] | 33-47-210(5) | Not less than 5 |
| South Dakota | 47-17-3 | Minimum based on membership, in articles or bylaws |
| Tennessee | 43-16-110, 116 | Not less than 5 |
| Texas [1] | 1396-50.01(21)(a) | Not less than 5, fixed in bylaws |
| Texas [3] | 5744(e), 5748 | Not less than 5 |
| Utah | 3-1-13(1) | Not less than 3 |
| Vermont | 1006 | Not less than 5 |
| Virginia [2] | 13.1-316(f), 324(a) | Not less than 5 |
| Washington [1] | 23.86.080 | Not less than 3 |
| Washington [2] | 24.32.070(5), 110 | Not less than 5 |
| West Virginia | 19-4-6(e), 10 | Not less than 5 |
| Wisconsin | 185.31(2) | Minimum based on membership, in articles or bylaws |
| Wyoming | 17-10-105(5) | Not less than 5 |

Table 12.02—Directors—term of office

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.150 | Not to exceed 3 years |
| California [2] | 12600 | Not to exceed 3 years |
| Connecticut [1] | 33-185 | May have 3 classes, staggered terms 3 years each |
| Connecticut [2] | 33-208 | Staggered terms, not less than 1 year nor more than 5 |
| Delaware | 8521(c) | Must have staggered terms, 3 years each |
| District of Columbia | 29-809(4) | May have staggered terms |
| | 29-818 | Not to exceed 3 years |
| Hawaii | 421-13(c)(1) | One year unless articles or bylaws provide otherwise |
| Indiana | 15-7-1-11(b) | May have staggered terms, not to exceed 3 years |
| Maryland | 5-513(b)(2) | Staggered terms |
| New Jersey | 4:13-19 | One year, not more than 3 years, staggered |
| New York | 60, 111 | Must have 3 classes, 3 year staggered terms, one-fourth elected annually |
| North Dakota | 10-15-25(3) | One year unless bylaws provide otherwise |
| Oklahoma [1] | 344 | Elected annually |
| Oregon | 62.280(3) | Not to exceed 3 years |
| Pennsylvania [2] | 12122(b)(1), (d) | Articles or bylaws may specify |
| South Dakota | 47-17-4 | One year unless bylaws provide otherwise |
| Texas [1] | 1396-50.01(21) | Not to exceed 3 years |
| Utah | 3-1-13(III)(a) | One year unless articles or bylaws provide otherwise |

| | | |
|----------------|----------------|--|
| Virginia [2] | 13.1-324(c)(1) | One year unless articles or bylaws provide otherwise |
| Washington [2] | 24.32.070(5) | Not to exceed 3 years |
| Wisconsin | 185.31(3) | One year unless bylaws provide otherwise |
| Wyoming | 17-10-111 | May provide for staggered terms, not more than 3 years |

Table 12.03—Directors—qualifications

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-12 | Must be elected from members or stockholders |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alabama [3] | 2-10-94 | Similar to Standard Act |
| Alaska | 10.15.140(a) | Must be members, bylaws may require State residency |
| Arizona | 10-711 | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Similar to Standard Act |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| California [1] | 54141 | Similar to Standard Act |
| California [2] | 12600 | Elected by shareholders |
| Colorado [1] | 7-55-104 | Articles or bylaws may permit nonmember directors; less than majority |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Connecticut [1] | 33-185 | Must be members |
| Delaware | 8521(a) | Must be members |

Table 12.03—Directors—qualifications (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| District of Columbia | 29-818 | Must be members |
| Florida [1] | 618.12(1) | Qualifications in articles or bylaws |
| Georgia | 65-208 | Similar to Standard Act |
| Hawaii | 421-13(a) | At least two-third must be members or representative of member association |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [1] | 311 | Similar to Standard Act |
| Illinois [2] | 451 | Qualifications in articles or bylaws |
| Indiana | 15-7-1-11(b), (h) | Similar to Standard Act, U.S. citizen, producer |
| Iowa [1] | 497.5 | Similar to Standard Act |
| Iowa [2] | 498.8 | Similar to Standard Act |
| Iowa [3] | 499.36(1) | Association member or officer, or member of member association |
| Kansas [1] | 17-1510 | Similar to Standard Act, residents of Kansas or adjoining States |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(1) | Association member or member of member association |
| Louisiana [1] | 80 | Majority elected from among members |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maine | 1871(1) | Association member or member, officer, director, manager of member association |
| Maryland | 5-512 | Two must be residents, members of association or member association |

| | | |
|--------------------|--------------|--|
| Massachusetts [3] | 13 | Bylaws may provide for nonmember advisory directors |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(1) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | Similar to Standard Act |
| Montana [1] | 35-15-304(4) | Must be stockholder |
| Montana [2] | 35-16-314 | Must be member, resident, agricultural freeholder |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| New Hampshire | 301:15 | Similar to Standard Act |
| New Jersey | 4:13-19 | Must be member or individual representation of member association |
| New Mexico [1] | 53-4-18 | Similar to Standard Act |
| New Mexico [2] | 76-12-14 | Association member or officer, director, member of member association |
| New York | 60 | Need not be members |
| North Carolina [1] | 54-123 | Similar to Standard Act |
| North Carolina [2] | 54-146(a) | Similar to Standard Act |
| North Dakota | 10-15-25(1) | Member or representative if member not natural person |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oklahoma [2] | 361n | Association members or officer, director or member of member association |
| Oregon | 62.280(1) | Must be members, bylaws may require State residency |

Table 12.03—Directors—qualifications (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Pennsylvania [2] | 12122(a) | Must be members, adult natural persons |
| South Carolina [1] | 33-45-100 | At initial meeting elected from among subscribers |
| South Carolina [2] | 33-47-910 | Similar to Standard Act |
| South Dakota | 47-17-1 | Member or representative of member not natural person |
| | 47-17-4 | Similar to Standard Act |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(a) | Similar to Standard Act |
| Texas [3] | 5748 | Similar to Standard Act |
| Utah | 3-1-13(1) | At least two-thirds must be members or representatives of member association |
| Vermont | 1006 | Similar to Standard Act |
| Virginia [2] | 13.1-324(a) | Member or officer, director or member of member association |
| Washington [1] | 23.86.080 | Similar to Standard Act |
| Washington [2] | 24.32.110 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.31(1) | Member or representative if member not natural person |
| Wyoming | 17-10-111 | Member, stockholder or stock subscriber |

Table 12.04.01—Directors—selection—methods of selection

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-12 | Elected by members |
| Alabama [1] | 2-10-60 | Elected by members |
| Alabama [2] | 2-10-94 | Elected by members |
| Alaska | 10.15.150 | Elected by members |
| Arizona | 10-711 | Elected by members |
| Arkansas [1] | 64-1508 | Elected by members |
| Arkansas [2] | 77-912 | Elected by members |
| California [1] | 54141 | Elected by members |
| California [2] | 12600 | Elected by members |
| Colorado [2] | 7-56-113(1) | Elected by members |
| Connecticut [1] | 33-185 | Elected by members |
| Delaware | 8510(2), 8521(b) | Bylaws may provide system of nomination |
| District of Columbia | 29-818 | Elected by members |
| Florida [1] | 618.12(1) | Elected by members |
| Georgia | 66-208 | Elected by members |
| Hawaii | 412-13(b) | Elected by members |
| Idaho | 22-2612 | Elected by members |
| Illinois [1] | 311 | Elected by members |
| Illinois [2] | 451 | Elected by members |

Table 12.04.01—Directors—selection—methods of selection (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-11(b) | Elected by members |
| Iowa [1] | 497.5 | Elected by members |
| Iowa [2] | 498.8 | Elected by members |
| Iowa [3] | 499.36(1) | Elected by members |
| Kansas [1] | 17-1510 | Elected by members or stockholders of member associations |
| Kansas [2] | 17-1611 | Elected by members |
| Kentucky [1] | 272.020(2) | Elected by members |
| Kentucky [2] | 272.171(1) | Elected by members or members of member associations |
| Louisiana [1] | 80 | Elected by members |
| Louisiana [2] | 131 | Elected by members |
| Maine | 1871(2) | Elected by members |
| Maryland | 5-513(b)(1) | Elected by members |
| Michigan | 21.102 | Elected by members |
| Minnesota [2] | 308.62 | Elected by members |
| Mississippi [1] | 79-17-15 | Elected by members |
| Mississippi [2] | 79-19-21 | Elected by members |
| Missouri [1] | 274.110(1) | Elected by members |
| Missouri [2] | 357.080(1), 090 | Elected by members |
| Montana [1] | 35-15-203 | Elected by members |
| Montana [2] | 35-16-313 | Elected by members |
| Montana [3] | 35-17-311 | Elected by members |
| Nebraska [2] | 21-1406 | Elected by members |
| New Hampshire | 301:15 | Elected by members |
| New Jersey | 4:13-19 | Elected by members |
| New Mexico [1] | 53-4-18 | Elected by members |
| New Mexico [2] | 76-12-14 | Elected by members |
| New York | 44, 60 | Elected by plurality of votes cast, elected by members |
| North Carolina [1] | 54-123 | Elected by members |
| North Carolina [2] | 54-146(a) | Elected by members |
| North Dakota | 10-15-25(3) | Elected by members |
| Ohio | 1729.13 | Elected by members |
| Oklahoma [1] | 344 | Elected by members |
| Oklahoma [2] | 361n | Elected by members |
| Oregon | 62.280(3) | Elected by members |
| Pennsylvania [1] | 12014 | Elections specified, bylaws may provide nominations |
| Pennsylvania [2] | 12122(a) | Elected by members |
| Rhode Island | 7-7-14 | Elected by members as bylaws may provide |

Table 12.04.01—Directors—selection—methods of selection (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| South Carolina [1] | 33-45-100 | Elected by subscribers |
| South Carolina [2] | 33-47-910 | Elected by members |
| South Dakota | 47-17-4 | Elected by majority of members at meeting |
| Tennessee | 43-16-116 | Elected by members |
| Texas [1] | 1396-50.01(21)(a) | Elected by members |
| Texas [3] | 5748 | Elected by members |
| Utah | 3-1-13(II) | Elected by members |
| Vermont | 1006 | Elected by members |
| Virginia [2] | 13.1-324(a) | Elected by members or stockholders of member associations |
| Washington [1] | 23.86.080 | Elected by members |
| Washington [2] | 24.32.110 | Elected by members |
| West Virginia | 19-4-10 | Elected by members |
| Wisconsin | 185.31(3) | Elected by members |
| Wyoming | 17-10-111 | Elected by members |

Table 12.04.02—Directors—selection—districts

| Statute | Section or article | Description |
|----------------------|----------------------|--|
| STANDARD | 883f-12 | Districting, election by district, primary elections and ratification |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alaska | 10.15.130(c) | Bylaws may specify districts |
| Arizona | 10-711(A) | Similar to Standard Act, may also elect at large |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| California [1] | 54142, 54143 | Similar to Standard Act |
| California [2] | 12453 | Bylaws may provide for districting |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Delaware | 8510(1), (2) | Districting as bylaws direct votes cast in district, returned for tabulation |
| District of Columbia | 29-812, 818 | Articles or bylaws may provide election by districts |
| Florida [1] | 618.12(1), 618.04(8) | Similar to Standard Act, articles may provide |
| Georgia | 65-208 | Similar to Standard Act |
| Hawaii | 421-8(5), 13(d) | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(e) | Similar to Standard Act |
| Iowa [3] | 499.36(4) | Articles may provide districting, rules, districts to be equal |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(2) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maine | 1871(4) | Similar to Standard Act |
| Maryland | 5-514(b)(1), (2) | Similar to Standard Act |

Table 12.04.02—Directors—selection—districts (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| Massachusetts [2] | 4 | Bylaws may provide for districting |
| Massachusetts [3] | 13 | Bylaws may provide for districting |
| Minnesota [1] | 308.07(5), (6) | Articles or bylaws may provide districts, nomination, election |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(2) | Similar to Standard Act |
| Montana [1] | 35-15-304(5) | Bylaws may provide districting, election by districts, apportioning |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| Nebraska [2] | 21-1403, 1405(1) | Articles or bylaws may provide districting |
| Nevada [1] | 81.050(1) | Articles may provide districting |
| New Hampshire | 301:16, 17 | Similar to Standard Act |
| New Jersey | 4:13-24.2 | Bylaws may provide districting |
| New Mexico [1] | 53-4-12, 18 | Articles or bylaws may provide for units, election by units |
| New York | 46, 61 | Similar to Standard Act |
| North Carolina [2] | 54-146(a) | Similar to Standard Act |
| North Dakota | 10-15-25(3) | Bylaws may provide territories, articles may restrict votes |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oklahoma [2] | 361f(i) | Articles may provide districting |
| Oregon | 62.255(5)(a) | Bylaws may provide districting |
| Pennsylvania [2] | 12122(c) | Articles or bylaws may provide districting, procedures |
| Rhode Island | 7-7-6(m) | Similar to Standard Act |
| South Carolina [2] | 33-47-910 | Similar to Standard Act |
| South Dakota | 47-17-1, 4 | Bylaws may provide territories, articles may restrict vote |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(b) | Apportionment, districting, number of directors |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-13(IV) | Similar to Standard Act |
| Vermont | 995(10), 1007, 1008 | Articles or bylaws may provide districting, number of directors, apportionment |
| Virginia [1] | 13.1-301.2(b), (e) | Bylaws may provide districting |
| Virginia [2] | 13.1-324(d) | Bylaws may provide districting, directors, apportionment |
| Washington [2] | 24.32.110 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.31(1), (3) | Bylaws may provide territories, articles may restrict votes |
| Wyoming | 17-10-111 | Similar to Standard Act |

Table 12.04.03—Directors—selection—delegates

| Statute | Section or article | Description |
|----------------------|-----------------------------|---|
| STANDARD | 883f-12 | Bylaws may provide for delegates |
| Alaska | 10.15.130(c) | Bylaws may provide |
| California [1] | 54144 | Bylaws may provide, number, procedures |
| California [2] | 12453 | Bylaws may provide |
| Colorado [2] | 7-56-113(1) | Bylaws may provide |
| Delaware | 8510(1)(b) | Bylaws may provide |
| District of Columbia | 29-812 | Articles or bylaws may provide |
| Florida [1] | 618.04(8), .12(1) | Articles or bylaws may provide |
| Georgia | 65-208 | Bylaws may provide |
| Hawaii | 421-8(2) | Bylaws may provide |
| Illinois [2] | 451 | Bylaws may provide |
| Indiana | 15-7-1-9(d) | Bylaws may provide |
| Kansas [2] | 17-1611 | Bylaws may provide |
| Kentucky [2] | 272.171(2) | Bylaws may provide |
| Maine | 1871(4), 1911(7) | Bylaws may provide, delegates permitted |
| Massachusetts [2] | 4 | Bylaws may provide |
| Minnesota [1] | 308.07(7) | May use delegates |
| Missouri [1] | 274.090, 110(2) | Bylaws may provide |
| Montana [1] | 35-15-304(5) | Delegate system noted |
| Nebraska [2] | 21-1403, 1405(1) | Articles and bylaws may provide |
| Nevada [1] | 81.050(1) | Articles may provide |
| New Hampshire | 301:16 | Bylaws may provide |
| New Jersey | 4:13-24.2 | Bylaws may provide, one vote or one vote per member or by patronage |
| New Mexico [1] | 53-412, 17 | May have delegates, delegates may not vote by mail |
| New York | 45, 61(a) | Bylaws may provide, one vote or one vote per member or by patronage |
| North Carolina [2] | 54-148(e) | Bylaws may provide if all members are associations |
| North Dakota | 10-15-16(4) | May have delegates |
| Ohio | 1729.13 | Bylaws may provide |
| Oklahoma [1] | 344 | Bylaws may provide |
| Oklahoma [2] | 361f(i) | Articles may provide |
| Oregon | 62.255(5)(a) | Bylaws may provide |
| Pennsylvania [2] | 12122(c) | Articles or bylaws may provide |
| Tennessee | 43-16-116 | Bylaws may provide |
| Vermont | 995(10) | Articles may provide |
| Virginia [1] | 13.1-301.2(b) | Bylaws may provide |
| Virginia [2] | 13.1-316(i), 319(b), 324(d) | Articles or bylaws may provide |
| West Virginia | 19-4-10 | Bylaws may provide |
| Wisconsin | 185.12(3) | May have delegates |

Table 12.04.04—Directors—selection—public directors

| Statute | Section or article | Description |
|-------------------|--------------------|---|
| STANDARD | 883f-12 | Appointed by official or other directors, interests, powers, 1/5 total (see text) |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | May be appointed by Governor or Dean of College of Agriculture, other official |
| California [1] | 54145 | Similar to Standard Act |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Florida [1] | 618.12(1) | Similar to Standard Act but one-third board maximum |
| Georgia | 65-208 | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(d) | Similar to Standard Act |
| Kentucky [2] | 272.171(3) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Massachusetts [3] | 13 | Advisory board members elected by members, one-fifth total limit |
| Minnesota [2] | 308.62 | Similar to Standard Act but mandatory |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(3) | Similar to Standard Act |
| New Hampshire | 301:18 | Similar to Standard Act |

| | | |
|--------------------|-----------|---|
| New York | 61(d) | Similar to Standard Act |
| North Carolina [2] | 54-146(b) | Similar to Standard Act |
| Ohio | 1729:13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| South Carolina [2] | 33-47-910 | Similar to Standard Act |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Vermont | 1009 | Similar to Standard Act |
| Virginia [2] | 13.1-324 | Similar to Standard Act, mandatory, Division of State Agricultural Ext. Service |
| Washington [2] | 24.32.110 | Similar to Standard Act, mandatory if Division of Agriculture requires |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wyoming | 17-10-111 | Similar to Standard Act |

Table 12.04.05—Directors—selection—vacancy

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883f-12 | Majority of remaining board, special meeting for districts (see text) |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alabama [3] | 2-10-94 | Similar to Standard Act |
| Alaska | 10.15.160 | Majority or remaining directors |
| Arizona | 10-711(D) | Majority of remaining directors |
| Arkansas [1] | 64-1508 | Elected by stockholders |

Table 12.04.05—Directors—selection—vacancy (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1010(j) | Permissive in bylaws |
| California [1] | 54148 | Similar to Standard Act |
| California [2] | 12600 | Majority of shareholders |
| Colorado [2] | 7-56-113(4) | Similar to Standard Act |
| Delaware | 8521(b) | Election at regular meeting or special meeting for purpose |
| District of Columbia | 29-818, 820 | Other than expiration or reward, as bylaws; removal same as election |
| Florida [1] | 618.12(4) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |
| Hawaii | 421-13(c)(2) | Similar to Standard Act unless otherwise in articles or bylaws |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [1] | 311 | After removal, shareholders may fill vacancy |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(g) | Similar to Standard Act |
| Iowa [2] | 498.8 | Elected by members |
| Iowa [3] | 499.36(2) | Vacancies filled by board unless articles provide otherwise |
| Kansas [1] | 17-1510 | After removal, majority of shareholders may fill vacancy |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(4) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maryland | 5-515(a), (b) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(7) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | Similar to Standard Act |
| Montana [2] | 35-16-314 | Appointment by board of directors |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| Nevada [1] | 81.090(3) | Bylaws may provide manner of filling vacancy |
| Nevada [2] | 81.230(4)(b), (c) | Association may provide for replacement |
| New Hampshire | 301:19 | Similar to Standard Act |
| New Jersey | 4:13-19 | Filled as specified in bylaws |
| New Mexico [1] | 53-4-20 | Director election rules |
| New Mexico [2] | 76-12-14 | Majority of removing directors, may call district meeting |
| North Carolina [1] | 54-123 | Stockholders may fill after expulsion of director |
| North Carolina [2] | 54-146(d) | Similar to Standard Act; public director appointed as originally |
| North Dakota | 10-15-25(5) | Majority of directors until next annual meeting; bylaws may modify |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oregon | 62.280(5) | Similar to Standard Act |

Table 12.04.05—Directors—selection—vacancy (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Pennsylvania [2] | 12122(b)(2) | Majority of removing directors; if by district must choose by district |
| South Carolina [2] | 33-47-920 | Similar to Standard Act |
| South Dakota | 47-17-6 | Majority of removing directors until next annual meeting; bylaws may modify |
| Tennessee | 43-16-120 | Similar to Standard Act |
| Utah | 3-1-13(III)(b) | Similar to Standard Act, unless articles or bylaws provide otherwise |
| Vermont | 1010 | Similar to Standard Act |
| Virginia [2] | 13.1-324(c)(2) | Similar to Standard Act; public director appointed as originally |
| Washington [2] | 24.32.110 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.31(5) | Majority of directors until next annual meeting; bylaws may modify |

Table 12.05.01—Directors—removal—charges and reasons

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-15 | Written charges by members, petition of 5 percent of members |
| Alabama [2] | 2-10-63 | Similar to Standard Act, except petition of 10 percent of members |
| Alaska | 10.15.155 | Reasons filed |
| Arizona | 10-713 | Similar to Standard Act, except petition of 10 percent of members |
| Arkansas [1] | 64-1508 | For cause |
| Arkansas [2] | 77-915 | Similar to Standard Act, except petition of 10 percent of members |
| California [1] | 54150 | Similar to Standard Act |
| California [2] | 12600 | Must be for cause |
| Colorado [2] | 7-56-117(1), (2) | Similar to Standard Act |
| Delaware | 8510(5), 8523 | Power may be granted to representative committee; for cause |
| District of Columbia | 29-820 | With or without cause |
| Florida [1] | 618.14 | Similar to Standard Act, except petition of 10 percent of members |
| Georgia | 65-210 | Similar to Standard Act, except petition of 10 percent of members |
| Hawaii | 421-14 | Similar to Standard Act |
| Idaho | 22-2615 | Similar to Standard Act, except petition of 10 percent of members |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa [1] | 497.6 | For cause |
| Kansas [1] | 17-1510 | For cause |
| Kansas [2] | 17-1614 | Similar to Standard Act, except petition of 10 percent of members |
| Kentucky [1] | 272.020(2) | For cause |
| Kentucky [2] | 272.261 | Does not apply to public directors |
| Louisiana [2] | 134 | Similar to Standard Act, except petition of 10 percent of members |
| Maine | 1872 | Similar to Standard Act |
| Maryland | 5-518 | Similar to Standard Act, 10 percent or 25 members |
| Minnesota [2] | 308.66, 308.83 | Similar to Standard Act, 10 percent petition, role of Governor |

Table 12.05.01—Directors—removal—charges and reasons (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|---|
| Mississippi [2] | 79-19-27 | Similar to Standard Act, except petition by 10 percent of members |
| Missouri [1] | 274.140(1), (2), (3) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | For cause |
| Montana [3] | 35-17-313 | Similar to Standard Act, except petition by 10 percent of members |
| New Mexico [1] | 53-4-20 | With or without cause |
| New York | 63 | Similar to Standard Act |
| North Carolina [2] | 54-149 | Similar to Standard Act, 10 percent petition, does not apply to public director |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 345 | For cause |
| Oregon | 62.280(4) | Reasons filed |
| Pennsylvania [1] | 12014 | For good and sufficient reasons |
| Pennsylvania [2] | 12124(a) | Charges filed as in bylaws |
| South Carolina [1] | 33-45-110 | For cause |
| South Carolina [2] | 33-47-950 | Similar to Standard Act, except petition of 10 percent of members |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | For cause |
| Texas [3] | 5751 | Similar to Standard Act, except petition of 10 percent of members |
| Utah | 3-1-14 | Similar to Standard Act, except petition of 10 percent of members |
| Virginia [2] | 13.1-325 | Similar to Standard Act, except petition of 10 percent of members |
| Washington [1] | 23.86.080 | For cause |

| | | |
|----------------|-----------|---|
| Washington [2] | 24.32.200 | Similar to Standard Act, except petition of 10 percent of members |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act, except petition of 10 percent of members |

Table 12.05.02—Directors—removal—meeting

| Statute | Section or article | Description |
|----------------------|--------------------|---------------------------------|
| STANDARD | 883f-15 | Next regular or special meeting |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Alaska | 10.15.155 | Member meeting required |
| Arizona | 10-713 | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| California [2] | 12600 | At any meeting |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| Delaware | 8523 | Similar to Standard Act |
| District of Columbia | 29-820 | Similar to Standard Act |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Hawaii | 421-14 | Similar to Standard Act |

Table 12.05.02—Directors—removal—meeting (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [1] | 311 | Meeting required |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa [1] | 497.6 | Meeting required |
| Iowa [3] | 499.38 | Meeting called for purpose |
| Kansas [1] | 17-1510 | Meeting required |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [1] | 272.020(2) | Meeting required |
| Kentucky [2] | 272.261 | Similar to Standard Act |
| Louisiana [2] | 134 | Similar to Standard Act |
| Maine | 1872 | Similar to Standard Act |
| Maryland | 5-518 | Similar to Standard Act |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | Meeting required |
| Montana [3] | 35-17-313 | Similar to Standard Act |
| New Mexico [1] | 53-4-20 | Regular or special meeting |
| New York | 63 | Meeting required |
| North Carolina [1] | 54-123 | Regular or special meeting |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [2] | 345 | Any regular or special meeting |
| Oregon | 62.280(4) | Meeting required |
| Pennsylvania [2] | 12124(a) | Regular or special meeting called for purpose |
| South Carolina [1] | 33-45-110 | Legally called meeting |
| South Carolina [1] | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Similar to Standard Act |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-14 | Similar to Standard Act |
| Virginia [2] | 13.1-325 | Similar to Standard Act |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 12.05.03—Directors—removal—hearing

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-15 | Maryland | 5-518 |
| | | Minnesota [2] | 308.83 |
| Alabama [2] | 2-10-63 | Mississippi [2] | 79-19-27 |
| Alaska | 10.15.155 | Missouri [1] | 274.140(2) |
| Arizona | 10-713 | Montana [3] | 35-17-313 |
| Arkansas [2] | 77-915 | New Mexico [1] | 53-4-20 |
| California [1] | 54150 | New York | 63 |
| Colorado [2] | 7-56-117(1) | | |
| Delaware | 8523 | North Carolina [2] | 54-149 |
| District of Columbia | 29-820 | Ohio | 1729.16 |
| Florida [1] | 618.14 | Oklahoma [1] | 345 |
| Georgia | 65-210 | Oregon | 62.280(4) |
| | | Pennsylvania [2] | 12124(a) |
| Hawaii | 421-14 | | |
| Idaho | 22-2615 | South Carolina [2] | 33-47-950 |
| Illinois [2] | 455 | Tennessee | 43-16-130 |
| Indiana | 15-7-1-14 | Texas [1] | 1396-50.01(23) |
| Kansas [2] | 17-1614 | Texas [3] | 5751 |
| | | Utah | 3-1-14 |
| Kentucky [2] | 272.261 | | |
| Louisiana [2] | 134 | Virginia [2] | 13.1-325 |
| Maine | 1872 | Washington [2] | 24.32.200 |
| | | West Virginia | 19-4-14 |
| | | Wyoming | 17-10-113 |

Table 12.05.04—Directors—removal—vote by members

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-15 | Majority vote of association members |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Alaska | 10.15.155 | Majority vote of members in person at meeting |
| Arizona | 10-713 | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Majority of stockholders |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| California [2] | 12600 | Majority of all shareholders |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| Delaware | 8523 | Vote of two-thirds stockholders present at meeting |
| District of Columbia | 29-820 | Vote of two-thirds members voting |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Hawaii | 421-14 | Vote of two-thirds of association's voting power |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [1] | 311 | Majority of stockholders voting at meeting or by proxy |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |

Table 12.05-04—Directors—removal—vote by members

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Iowa [1] | 497.6 | Similar to Standard Act |
| Iowa [3] | 499.38 | Majority vote of all voting members of association |
| Kansas[1] | 17-1510 | Majority of stockholders at meeting |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [1] | 272.020(2) | Majority of stockholders at meeting |
| Kentucky [2] | 272.261 | Vote of two-thirds members |
| Louisiana [2] | 134 | Similar to Standard Act |
| Maine | 1872 | Vote of two-thirds of association's voting power |
| Maryland | 5-518 | Similar to Standard Act |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | Shareholders have power to remove |
| Montana [3] | 35-17-313 | Similar to Standard Act |
| New Mexico [1] | 53-4-20 | Two-third vote of members voting at meeting |
| New York | 63 | Three-fourths of members voting, at least 10 percent in person or mail |
| North Carolina [1] | 54-123 | Majority of stockholders |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| North Dakota | 10-15-25(4) | Majority vote of all members unless bylaws provide otherwise |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [2] | 345 | Two-thirds vote, majority of members must be present |
| Oregon | 62.280(4) | Majority vote of members in person at meeting |
| Pennsylvania [2] | 12124(a) | Majority of members present and voting at meeting |
| South Carolina [1] | 33-45-110 | Majority of stockholders at meeting |
| South Carolina [2] | 33-47-950 | Similar to Standard Act |
| South Dakota | 47-17-5 | Majority vote of all members unless bylaws provide otherwise |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Similar to Standard Act |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-14 | Similar to Standard Act |
| Virginia [2] | 13.1-325 | Similar to Standard Act |
| Washington [1] | 23.86.080 | Majority of stockholders have power to remove |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wisconsin | 185.31(4) | Majority vote of all members unless bylaws provide otherwise |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 12.05.05—Directors—removal—districts

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-15 | 20 percent district petition, district meetings, majority district vote |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Arizona | 10-713 | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(2) | Similar to Standard Act |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Hawaii | 421-14 | Similar to Standard Act, except two-thirds vote of district members |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa | 499.38 | Majority vote of district members |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [2] | 272.261 | Similar to Standard Act, except two-thirds vote of district members |
| Louisiana [2] | 134 | Similar to Standard Act |
| Maine | 1872 | Similar to Standard Act, except two-thirds vote of district members |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |

| | | |
|--------------------|------------|--|
| Missouri [1] | 274.140(3) | Similar to Standard Act |
| Montana [3] | 35-17-313 | Similar to Standard Act |
| New York | 63 | Similar to Standard Act |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Pennsylvania [2] | 12124(a) | Majority of members in district |
| South Carolina [2] | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-10-131 | Similar to Standard Act |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-14 | Similar to Standard Act |
| Virginia [2] | 13.1-325 | Similar to Standard Act, except two-third vote of district members |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 12.05.06—Directors—removal—replacement

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883f-15 | Replacement by majority of members at meeting to remove |
| Alabama [2] | 2-10-63 | Majority vote at meeting |
| Arizona | 10-713 | Majority vote at special meeting |
| Arkansas [1] | 64-1508 | Majority vote at meeting |

Table 12.05.06—Directors—removal—replacement (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--------------------------------------|
| Arkansas [2] | 77-915 | Majority vote at meeting |
| California [1] | 54150 | Majority vote at meeting |
| California [2] | 12600 | Majority vote at meeting |
| Colorado [2] | 7-56-117(1) | Majority vote at meeting |
| District of Columbia | 29-820 | As provided in bylaws |
| Florida [1] | 618.14 | Majority vote at meeting |
| Georgia | 65-210 | Majority vote at meeting |
| Idaho | 22-2615 | Majority vote at meeting |
| Illinois [1] | 311 | Majority vote at meeting or by proxy |
| Illinois [2] | 455 | Majority vote at meeting |
| Indiana | 15-7-1-14 | Majority vote at meeting |
| Iowa [1] | 497.6 | Majority vote at meeting |
| Kansas [2] | 17-1614 | Majority vote at meeting |
| Kentucky [2] | 272.261 | Two-third vote at meeting |
| Louisiana [2] | 134 | Majority vote at meeting |
| Minnesota [2] | 308.66 | Majority vote at meeting |
| Mississippi [2] | 79-19-27 | Majority vote at meeting |
| Missouri [1] | 274.140(1) | Majority vote at meeting |
| Montana [3] | 35-17-313 | Majority vote at meeting |

| | | |
|--------------------|----------------|--------------------------|
| North Carolina [2] | 54-149 | Majority vote at meeting |
| Ohio | 1729.16 | Majority vote at meeting |
| South Carolina [1] | 33-45-110 | Majority vote at meeting |
| South Carolina [2] | 33-47-950 | Majority vote at meeting |
| Tennessee | 43-16-130 | Majority vote at meeting |
| Texas [1] | 1396-50.01(23) | Majority vote at meeting |
| Texas [3] | 5751 | Majority vote at meeting |
| Utah | 3-1-14 | Majority vote at meeting |
| Virginia [2] | 13.1-325 | Majority vote at meeting |
| Washington [2] | 24.32.200 | Majority vote at meeting |
| West Virginia | 19-4-14 | Majority vote at meeting |
| Wyoming | 17-10-113 | Majority vote at meeting |

Table 12.06.01—Directors—board operation—compensation

| Statute | Section or article | Description |
|--------------|--------------------|--|
| STANDARD | 883f-12 | Fair remuneration for time actually spent in association's service |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alaska | 10.15.180(1) | Unless bylaws provide otherwise only members may establish |
| Arizona | 10-711(B) | Similar to Standard Act |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act |

Table 12.06.01—Directors—board operation—compensation (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [1] | 54147 | Similar to Standard Act |
| Colorado [2] | 7-56-113(2) | Similar to Standard Act |
| Delaware | 8510(2) | Bylaws may provide method of fixing compensation if any |
| District of Columbia | 29-809(5) | Bylaws may establish compensation |
| Florida [1] | 618.12(2) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(e) | Similar to Standard Act |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(5) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maryland | 5-516(a) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(4) | Similar to Standard Act |
| Missouri [2] | 357.30(5) | Bylaws may provide |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| New Hampshire | 301:24 | Only members may provide compensation |
| New Mexico [1] | 53-4-9(5) | Bylaws may establish compensation, if any |
| New York | 62 | Similar to Standard Act |
| North Carolina [2] | 54-146(c) | Similar to Standard Act |
| North Dakota | 10-15-30(1) | Unless bylaws provide otherwise, only members may establish |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 342(c), 344 | Bylaws shall provide, if any, similar to Standard Act |
| Oklahoma [2] | 361i(e) | Bylaws shall provide |
| Oregon | 62.300(1), (2) | Unless bylaws provide otherwise, only members may establish |
| Pennsylvania [1] | 12014 | Bylaws may establish remuneration |
| South Carolina [2] | 33-47-930 | Similar to Standard Act |
| South Dakota | 47-17-2 | Unless bylaws provide otherwise, only members may establish |
| Tennessee | 43-16-117 | Similar to Standard Act |
| Vermont | 1014 | Similar to Standard Act |
| Washington [2] | 24.32.110, 320 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.36 | Unless bylaws provide otherwise, only members may establish |

Table 12.06.02—Directors—board operation—meetings

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Alaska | 10,15,165 | At least majority for quorum, other details |
| Colorado [1] | 7-55-103(d) | At least majority for quorum |
| Delaware | 8510(2) | At least majority for quorum |
| Hawaii | 421-8(4) | According to bylaws |
| Maine | 1826(4) | Time, place and manner may be in bylaws |
| New Jersey | 4:13-18(c) | At least majority for quorum |
| New Mexico [1] | 53-4-18 | Meeting inside or outside State |
| North Dakota | 10-15-26(1) | Place and notice as may be prescribed in bylaws |
| Oklahoma [1] | 342(c) | At least majority for quorum |
| Oregon | 62.285 | At least majority for quorum, other details |
| Pennsylvania [2] | 12121(1), 12122(b) | At least majority for quorum, other details |
| South Dakota | 47-17-9 | At least majority for quorum, other details |
| Virginia [1] | 13.1-301.2(d) | Time, place and manner of meeting in bylaws |
| Wisconsin | 185.32(2) | At least majority for quorum, other details |

Table 12.06.03—Directors—board operation—committees

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-12 | Bylaws may provide for executive committee, allot powers, control |
| Alaska | 10,15,170 | Three or more, cannot apportion margins, select officers, fill vacancies, respons. |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| California [1] | 54146 | Similar to Standard Act |
| Colorado [2] | 7-56-113(3) | Similar to Standard Act |
| Delaware | 8510(2) | By board resolution by majority, 2 or more as executive committee |
| District of Columbia | 28-818 | Executive committee elected according to articles or bylaws |
| Florida [1] | 618,12(3) | Bylaws may provide for executive committee from within or without board |
| Hawaii | 421-13(e) | Committee chose from directors |
| Illinois [2] | 451 | Bylaws may provide for executive committee from within or without board |
| Indiana | 15-7-1-11(f) | Similar to Standard Act |
| Iowa [3] | 499,36(3) | Articles or bylaws may permit executive committee from within board |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272,171(6) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |

Table 12.06.03—Directors—board operation—committees (continued)

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Maine | 1871(5) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(6) | Similar to Standard Act |
| New Hampshire | 301:21 | Similar to Standard Act |
| New Jersey | 4:13-19 | May have executive committee of 3, president to be one, act between meetings |
| New Mexico [1] | 53-4-18 | May be elected according to articles or bylaws |
| North Dakota | 10-15-27 | 3 or more, cannot apportion margins, select officers, fill vacancies, respons. |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oregon | 62.290 | 3 or more, cannot apportion margins, select officers, fill vacancies, respons. |
| Pennsylvania [2] | 12122(b)(5) | Majority of board may delegate executive committee or 2 or more |
| South Dakota | 47-17-12 | 3 or more, cannot apportion margins, select officers, fill vacancies, respons. |
| Tennessee | 43-16-119 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(6) | Similar to Standard Act |
| Utah | 3-1-13(V) | Similar to Standard Act |
| Vermont | 1012 | Similar to Standard Act |
| Virginia [1] | 13.1-301.2(d) | May be in bylaws |
| Virginia [2] | 13.1-324(e) | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.33 | 3 or more, cannot apportion margins, select officers, fill vacancies, amend bylaws |

Table 12.07.01—Directors—responsibilities and liabilities—powers

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-12 | Affairs of association shall be managed by board of directors |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alaska | 10.15.140(a) | Board shall manage business and affairs of association |
| Arizona | 10-711(A) | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Board shall manage association |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| California [1] | 54141 | Similar to Standard Act |
| California [2] | 12600 | Similar to Standard Act |
| Colorado [1] | 7-55-106 | Business of association shall be managed by board |
| Colorado [2] | 7-56-113(1) | Similar to Standard Act |
| Connecticut [1] | 33-185 | Business of association managed by board of managers |
| Delaware | 8521(a) | Shall manage affairs of association, perform other duties |
| | 8510(2) | Powers and duties of board to be specified in bylaws |
| District of Columbia | 29-818 | Association managed by board |
| Florida [1] | 618.12(1) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |

Table 12.07.01—Directors—responsibilities and liabilities—powers (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Hawaii | 421-13(a) | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [1] | 311 | Similar to Standard Act |
| Indiana | 15-7-1-11(a) | Similar to Standard Act |
| Iowa [1] | 497.5 | Similar to Standard Act |
| Iowa [2] | 498.8 | Similar to Standard Act |
| Iowa [3] | 499.36 | Similar to Standard Act |
| Kansas [1] | 17-1510 | Similar to Standard Act |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(1) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act, rights, privileges of general corp. law |
| Maine | 1871(1) | Business of association managed by board |
| Maryland | 5-512 | Business and affairs managed under the board's direction |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [1] | 79-17-17 | Affairs, shall be conducted, controlled, managed by board |
| Mississippi [2] | 79-19-21 | Similar to Standard Act, rights and privileges of general corp. law |
| Missouri [1] | 274.110(1) | Similar to Standard Act |
| Missouri [2] | 357.080(1) | Association shall be managed by board |
| Montana [1] | 35-15-304(2) | Board shall exercise corporate powers invested in association |
| Montana [2] | 35-16-315 | Business conducted and controlled by board |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| New Hampshire | 301:15 | Similar to Standard Act |
| New Jersey | 4:13-19 | Similar to Standard Act |
| New Mexico [1] | 53-4-18 | Similar to Standard Act |
| New Mexico [2] | 76-12-14 | Similar to Standard Act |
| North Carolina [1] | 54-123, 116(5) | Similar to Standard Act, powers and duties in bylaws |
| North Carolina [2] | 54-146(a) | Similar to Standard Act |
| North Dakota | 10-15-25(1) | Business and affairs of association shall be managed by board |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344, 342(c) | Similar to Standard Act, powers and duties in bylaws |
| Oklahoma [2] | 361n | Similar to Standard Act |
| Oregon | 62.280(1) | Board shall manage business and affairs of association |
| Pennsylvania [2] | 12122(a) | Business of association shall be managed by board |
| Rhode Island | 7-7-14 | Board shall manage association |
| South Carolina [1] | 33-45-110 | Similar to Standard Act |
| South Carolina [2] | 33-47-910 | Similar to Standard Act |
| South Dakota | 47-17-1 | Board shall manage business and affairs of association |
| Tennessee | 43-16-116 | Similar to Standard Act |
| Texas [1] | 1396-50.01(21)(a) | Similar to Standard Act |

Table 12.07.01—Directors—responsibilities and liabilities—powers (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Texas [3] | 5748 | Similar to Standard Act |
| Utah | 33-1-13(1) | Shall manage business of association |
| Vermont | 1006 | Shall manage business of association |
| Virginia [2] | 13.1-324(a) | Similar to Standard Act |
| Washington [1] | 23.86.080 | Association shall be managed by board |
| Washington [2] | 24.32.110 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.31(1) | Business and affairs of association shall be managed by board |
| Wyoming | 17-10-111 | Stock, property and concerns of association shall be managed by board |

Table 12.07.02—Directors—responsibilities and liabilities—conflict of interest

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| STANDARD | 883f-12 | No contract for profit, different from other contract |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alaska | 10.15.180(2) | No director may hold salaried position unless in bylaws |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act |
| Colorado [2] | 7-56-113(2), (3) | Similar to Standard Act, bylaws may limit positions |
| Florida [1] | 618.12(2) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11 | Similar to Standard Act, limitation on indebtedness |
| Kansas [2] | 17-1611 | Similar to Standard Act |
| Kentucky [2] | 272.171(5) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maryland | 5-516(b) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act, bylaws may limit positions |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(5) | Similar to Standard Act, bylaws may limit positions |
| Montana [3] | 35-17-311 | Similar to Standard Act |
| New Hampshire | 301:20 | Similar to Standard Act |
| New Jersey | 4:13-19 | Similar to Standard Act, director may be employed by association |
| New York | 62 | Similar to Standard Act |
| North Carolina [2] | 54-146(c) | Similar to Standard Act |
| Ohio | 1729.13 | Similar to Standard Act, bylaws may limit positions |
| Oklahoma [1] | 344 | Similar to Standard Act, bylaws may limit positions |
| Oregon | 62.300(2) | No director may hold salaried positions unless in bylaws |
| South Carolina [2] | 33-47-930 | Similar to Standard Act |

Table 12.07.02—Directors—responsibilities and liabilities—conflict of interest (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Tennessee | 43-16-118 | Similar to Standard Act, bylaws may limit positions |
| Vermont | 1011, 1014 | Similar to Standard Act, bylaws may limit positions |
| Washington [2] | 24.32.110, 320 | Similar to Standard Act, may not receive additional fee or commission |
| West Virginia | 19-4-10 | Similar to Standard Act, bylaws may limit positions |

Table 12.07.03—Directors—responsibilities and liabilities—liability

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------|--------------------|
| New Mexico [1] | 76-12-14 | South Dakota | 74-17-7, 7.1 |
| North Dakota | 10-15-31 | Texas [3] | 5757 |
| Ohio | 1729.10(D) | Wisconsin | 185.37(1) |
| | | Wyoming | 17-176, 180 |

Table 12.07.04—Directors—responsibilities and liabilities—indemnification

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|------------------|--------------------|
| Alaska | 10.15.010(13) | Oregon | 62.125(13) |
| Kentucky [2] | 272.345 | Pennsylvania [2] | 12112.1 |
| North Dakota | 10-15-03(10) | South Dakota | 47-14-19, 47-15-37 |
| | | Wisconsin | 185.03(10) |

Table 13.01—Officers—offices filled

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-13 | President, one or more vice presidents, secretary, and treasurer |
| Alabama [2] | 2-10-61 | Similar to Standard Act |
| Alabama [3] | 2-10-95 | Similar to Standard Act |
| Alaska | 10.15.175(a) | Similar to Standard Act, other officers as in bylaws |
| Arizona | 10-712 | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Similar to Standard Act |
| Arkansas [2] | 77-913 | Similar to Standard Act |
| Arkansas [3] | 77-1013 | Similar to Standard Act |
| California [1] | 54149 | Similar to Standard Act, and other officers as in bylaws |
| California [2] | 12601 | Similar to Standard Act |
| Colorado [1] | 7-55-105 | Similar to Standard Act |
| Colorado [2] | 7-56-114(1) | Similar to Standard Act |
| Connecticut [1] | 33-185 | Officers appointed as bylaws prescribe |
| Delaware | 8522 | President, vice president, secretary, treasurer |
| District of Columbia | 29-819 | Similar to Standard Act |
| Florida [1] | 618.13 | Similar to Standard Act, other officers as in bylaws |
| Georgia | 65-209 | Similar to Standard Act |
| Hawaii | 421-15 | President, secretary, treasurer, other officers as in bylaws |
| Idaho | 22-2613 | President, one vice president, secretary, treasurer, others as in bylaws |
| Illinois [1] | 311 | Similar to Standard Act, and a manager |
| Illinois [2] | 452 | Similar to Standard Act |
| Indiana | 15-7-1-12 | Similar to Standard Act, other officers as in bylaws |
| Iowa [1] | 497.7 | Similar to Standard Act |
| Iowa [2] | 498.9 | Similar to Standard Act |
| Iowa [3] | 499.37 | Similar to Standard Act, others as board wishes or in articles |
| Kansas [1] | 17-1510 | Similar to Standard Act |
| Kansas [2] | 17-1612 | Similar to Standard Act |
| Kentucky [1] | 272.020(3) | Similar to Standard Act |
| Kentucky [2] | 272.181 | Similar to Standard Act |
| Louisiana [1] | 81 | Similar to Standard Act |
| Louisiana [2] | 132 | Similar to Standard Act, others as in articles or bylaws |
| Maine | 1873 | Similar to Standard Act, other officers as in bylaws |
| Maryland | 5-517(a), (b) | President, vice president, secretary, treasurer, others as provided in bylaws |
| Minnesota [1] | 308.11 | Similar to Standard Act, also chrnm., vice chrnm., others as in bylaws or articles |
| Minnesota [2] | 308.63 | Similar to Standard Act, shall also elect manager |
| Mississippi [2] | 79-19-23 | Similar to Standard Act |
| Missouri [1] | 274.120 | Similar to Standard Act |
| Missouri [2] | 357.080(2) | Similar to Standard Act |
| Montana [1] | 35-15-304(3) | Similar to Standard Act, other offices as in bylaws |
| Montana [3] | 35-17-312 | Similar to Standard Act |
| New Hampshire | 301:22 | Similar to Standard Act |

Table 13.01—Officers—offices filled (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| New Jersey | 4:13-20 | President, vice president, secretary, treasurer |
| New Mexico [1] | 53-4-19 | Similar to Standard Act |
| New Mexico [2] | 76-12-15 | Similar to Standard Act, other offices as in bylaws |
| New York | 64 | Similar to Standard Act |
| North Carolina [1] | 54-123 | Similar to Standard Act |
| North Carolina [2] | 54-147 | Similar to Standard Act, may need chairman and vice chairman |
| North Dakota | 10-15-29(1), (2) | Similar to Standard Act, other offices as in bylaws |
| Ohio | 1729.14 | Similar to Standard Act |
| Oklahoma [1] | 346 | President, vice president, secretary, treasurer |
| Oklahoma [2] | 361o | Similar to Standard Act, other offices as in bylaws |
| Oregon | 62.295(1), (2) | Similar to Standard Act, board chairman, others chosen by board |
| Pennsylvania [1] | 12012, 12014 | President, secretary, treasurer |
| Pennsylvania [2] | 12123 | Similar to Standard Act, other offices as in bylaws |
| South Carolina [1] | 33-45-120 | President, secretary, treasurer |
| South Carolina [2] | 33-47-940 | Similar to Standard Act |
| South Dakota | 47-17-14, 15 | Similar to Standard Act, other offices as in bylaws |
| Tennessee | 43-16-121 | Similar to Standard Act |
| Texas [1] | 1396-50.01(22) | Similar to Standard Act |
| Texas [3] | 5749 | Similar to Standard Act, or chairman and vice chairman |
| Utah | 3-1-15 | President, secretary, treasurer, other offices as in bylaws |

| | | |
|----------------|----------------|---|
| Vermont | 1013 | Similar to Standard Act |
| Virginia [2] | 13.1-326 | President, secretary, treasurer, other offices as in bylaws |
| Washington [1] | 23.86.080 | President, vice president, secretary, treasurer, in bylaws |
| Washington [2] | 24.32.150 | Similar to Standard Act, or chairman and vice chairman |
| West Virginia | 19-4-11 | Similar to Standard Act |
| Wisconsin | 185.35(1), (2) | Similar to Standard Act, other offices as in bylaws |
| Wyoming | 17-171(5) | President and secretary, power to appoint |

Table 13.02—Officers—combined offices

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-13 | Secretary and treasurer combined into secretary-treasurer |
| Alabama [2] | 2-10-61 | Similar to Standard Act |
| Alabama [3] | 2-10-95 | Similar to Standard Act |
| Alaska | 10.15.175 | Similar to Standard Act, manager may be vice president |
| Arizona | 10-712 | Similar to Standard Act |
| Arkansas [1] | 64-1508 | Similar to Standard Act |
| Arkansas [2] | 77-913 | Similar to Standard Act |
| Arkansas [3] | 77-1013 | Similar to Standard Act |
| California [1] | 54149 | Any offices except president, secretary may be held by same person |
| California [2] | 12601 | Similar to Standard Act |
| Colorado [1] | 7-55-105 | Similar to Standard Act |

Table 13.02—Officers—combined offices (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Colorado [2] | 7-56-114(1) | Similar to Standard Act |
| Delaware | 8522 | Similar to Standard Act |
| District of Columbia | 29-819 | Similar to Standard Act |
| Florida [1] | 618.13 | Similar to Standard Act |
| Georgia | 65-209 | Similar to Standard Act |
| Hawaii | 421-15 | May combine any 2 of vice presidents, secretary, treasurer |
| Idaho | 22-2613 | Similar to Standard Act |
| Illinois [1] | 311 | Similar to Standard Act |
| Illinois [2] | 452 | Similar to Standard Act |
| Indiana | 15-7-1-12 | Any offices except president, secretary may be held by same person |
| Iowa [1] | 497.7 | Similar to Standard Act |
| Iowa [2] | 498.9 | Similar to Standard Act |
| Iowa [3] | 499.37 | Similar to Standard Act |
| Kansas [1] | 17-1510 | Similar to Standard Act |
| Kansas [2] | 17-1612 | Similar to Standard Act |
| Kentucky [1] | 272.020(3) | Similar to Standard Act |
| Kentucky [2] | 272.181 | Similar to Standard Act |
| Louisiana [1] | 81 | Similar to Standard Act |
| Louisiana [2] | 132 | Similar to Standard Act |
| Maine | 1873 | May combine any 2 of vice presidents, secretary, treasurer |
| Minnesota [1] | 308.11 | Similar to Standard Act |
| Minnesota [2] | 308.63 | Similar to Standard Act |
| Mississippi [2] | 79-19-23 | Similar to Standard Act |
| Missouri [1] | 274.120 | Similar to Standard Act |
| Missouri [2] | 357.080(2) | Similar to Standard Act |
| Montana [1] | 35-15-304(4) | Similar to Standard Act |
| Montana [3] | 35-17-312 | Similar to Standard Act |
| New Hampshire | 301:22 | Similar to Standard Act |
| New Jersey | 4:13-20 | Similar to Standard Act |
| New Mexico [1] | 53-4-19 | Similar to Standard Act |
| New Mexico [2] | 76-12-15 | Similar to Standard Act |
| New York | 64 | Similar to Standard Act |
| North Carolina [1] | 54-123 | Similar to Standard Act |
| North Carolina [2] | 54-147 | Similar to Standard Act |
| North Dakota | 10-15-29(1) | Similar to Standard Act |
| Ohio | 1729.14 | Similar to Standard Act |
| Oklahoma [1] | 346 | Similar to Standard Act |
| Oklahoma [2] | 361o | Similar to Standard Act |
| Oregon | 62.295(1) | Similar to Standard Act, may combine president and board chairman |
| Pennsylvania [2] | 12123 | May combine any 2 of vice president, secretary, treasurer |
| South Carolina [1] | 33-45-120 | Similar to Standard Act |
| South Carolina [2] | 33-47-940 | Similar to Standard Act |

Table 13.02—Officers—combined offices (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| South Dakota | 47-17-14 | Similar to Standard Act, as prescribed in bylaws |
| Tennessee | 43-16-121 | Similar to Standard Act |
| Texas [1] | 1396-50.01(22) | May combine any offices except president-secretary |
| Texas [3] | 5749 | Similar to Standard Act |
| Utah | 3-1-15 | May combine any 2 of vice president, secretary, treasurer |
| Vermont | 1013 | Similar to Standard Act |
| Virginia [2] | 13.1-326 | May combine any 2 of vice president, secretary, treasurer |
| Washington [2] | 24.32.150 | Similar to Standard Act |
| West Virginia | 19-4-11 | Similar to Standard Act |
| Wisconsin | 185.35(1) | Similar to Standard Act |

Table 13.03.01—Officers—qualifications—directors

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883f-13 | President and vice presidents must be directors |
| Alabama [2] | 2-10-61 | President, vice presidents must be directors |
| Alabama [3] | 2-10-95 | President, vice presidents must be directors |
| Alaska | 10.15.175 | President, one vice president must be directors |
| Arizona | 10-712 | President and vice presidents must be directors |
| Arkansas [1] | 64-1508 | All officers must be directors |

| | | |
|----------------------|-------------|---|
| Arkansas [2] | 77-913 | President and vice presidents must be directors |
| California [2] | 12601 | President and vice presidents except manager must be directors |
| Colorado [1] | 7-55-105 | Need not be directors unless bylaws require |
| Colorado [2] | 7-56-114(1) | Need not be directors unless bylaws require, may prohibit |
| Delaware | 8522 | President and vice president must be directors |
| District of Columbia | 29-819 | President and one vice president must be directors |
| Florida [1] | 618.13 | President and vice presidents must be directors |
| Georgia | 65-209 | President, vice presidents must be directors, but articles may modify |
| Hawaii | 421-15 | President and one vice presidents directors, succession |
| Idaho | 22-2613 | President and one vice president must be directors |
| Illinois [1] | 311 | All except manager may be directors |
| Illinois [2] | 452 | President and vice presidents must be directors |
| Indiana | 15-7-1-12 | President and one vice president directors, succession |
| Iowa [1] | 497.7 | All officers must be directors |
| Iowa [2] | 498.9 | All officers must be directors |
| Iowa [3] | 499.37 | All officers must be directors |
| Kansas [1] | 17-1510 | All officers except secretary must be directors |
| Kansas [2] | 17-1612 | President and one vice president must be directors |
| Kentucky [1] | 272.020(3) | All officers must be directors |
| Kentucky [2] | 272.181 | President and vice presidents must be directors |

Table 13.03.01—Officers—qualifications—directors (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Louisiana [1] | 81 | President and vice presidents must be directors |
| Louisiana [2] | 132 | President and vice presidents directors, articles or bylaws may modify |
| Maine | 1873 | President and one vice president directors, succession |
| Maryland | 5-517(c) | President and vice president must be directors |
| Minnesota [1] | 308.11 | President, vice president must be directors unless chrm, v. chrm. elected |
| Minnesota [2] | 308.63 | President and vice president must be directors |
| Mississippi [2] | 79-19-23 | Secretary, treasurer need not be directors |
| Missouri [1] | 274.120 | President and vice presidents must be directors |
| Missouri [2] | 357.080(2) | All officers except secretary, treasurer must be directors |
| Montana [1] | 35-15-304(4) | President and vice presidents must be directors |
| Montana [3] | 35-17-312 | President and vice presidents must be directors |
| New Hampshire | 301:22 | President and vice presidents must be directors |
| New Jersey | 4:13-20 | President and vice presidents must be directors |
| New Mexico [1] | 53-4-19 | President and one vice president must be directors |
| New Mexico [2] | 76-12-15 | President and one vice president must be directors |
| New York | 64 | President and first vice president directors and members |
| North Carolina [1] | 54-123 | Each officer must be director |
| North Carolina [2] | 54-147 | President, vice president must be directors unless chrm., vice chrm. elected |
| North Dakota | 10-15-29(1) | All officers except secretary, treasurer must be directors |
| Ohio | 1729.14 | President and vice presidents must be directors |
| Oklahoma [1] | 346 | President and vice presidents must be directors |
| Oklahoma [2] | 361o | President and one vice president must be directors |
| Oregon | 62.295(1) | At least one principal officer must be director |
| Pennsylvania [1] | 12014 | Requirements in bylaws |
| Pennsylvania [2] | 12123 | President and one vice president must be members |
| South Carolina [1] | 33-45-120 | All officers must be directors |
| South Carolina [2] | 33-47-940 | President and vice presidents must be directors |
| South Dakota | 47-17-14 | All officers except secretary, treasurer must be directors |
| Tennessee | 43-16-121 | President and vice presidents must be directors |
| Texas [3] | 5749 | President and vice presidents must be directors |
| Utah | 3-1-15 | President, one vice president directors, succession, articles may modify |
| Vermont | 1013 | President and vice presidents must be directors |
| Virginia [2] | 13.1-326 | President, one vice president directors, succession |
| Washington [1] | 23.86.080 | Each officer must be members of association |
| Washington [2] | 24.32.150 | President, vice president directors, unless chairman, v. chairman elected |
| West Virginia | 19-4-11 | President and vice presidents must be directors |
| Wisconsin | 185.35(1) | Each principal officer, except secretary, treasurer director |

Table 13.03.02—Officers—qualifications—treasurer

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-13 | Louisiana [1] | 81 |
| | | Louisiana [2] | 132 |
| Alabama [2] | 2-10-61 | Minnesota [2] | 308.63 |
| Arkansas [2] | 77-913 | Mississippi [2] | 79-19-23 |
| Arkansas [3] | 77-1013 | Montana [3] | 35-17-312 |
| California [1] | 54149 | New Hampshire | 301:22 |
| Colorado [1] | 7-55-105 | New Mexico [2] | 76-12-15 |
| Colorado [2] | 7-56-114(1) | North Carolina [2] | 54-147 |
| Florida [1] | 618.13 | Ohio | 1729.14 |
| Georgia | 65-209 | South Carolina [2] | 33-47-940 |
| Idaho | 22-2613 | Tennessee | 43-16-121 |
| Illinois [2] | 452 | Texas [3] | 5749 |
| Indiana | 15-7-1-12 | Vermont | 1013 |
| Kansas [2] | 17-1612 | Washington [2] | 24.32.150 |
| Kentucky [2] | 272.181 | West Virginia | 19-4-11 |

Table 13.03.03—Officers—qualifications—bonding

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Colorado [2] | 7-56-115 | Must be bonded if funds or negotiable instruments handled |
| Delaware | 8522 | Board shall require bonding of treasurer; others if necessary |
| District of Columbia | 29-832 | Bonding required for officer handling \$1,000; others if desired |
| Illinois [2] | 452 | Must be bonded if funds or negotiable instruments handled |
| Minnesota [2] | 308.64 | Must be bonded if funds or negotiable instruments handled |
| Missouri [1] | 274.130 | Must be bonded if funds or negotiable instruments handled |
| New Hampshire | 301:23 | Must be bonded if funds or negotiable instruments handled |
| New Jersey | 4:13-20 | Board shall require bonding of treasurer; others if necessary |
| New Mexico [2] | 51-15-32 | Bonding required for officer handling \$1,000; others if desired |
| New York | 65 | Bonded before handling \$1,000 or securities, approved by board |
| Ohio | 1729.15 | Must be bonded if funds or negotiable instruments handled |
| Oklahoma [1] | 346 | Must be bonded if funds or negotiable instruments handled |
| Pennsylvania [1] | 12017 | Officers must be bonded |
| South Carolina [1] | 33-45-120 | Secretary, treasurer to give bond as board requires |
| South Carolina [2] | 33-47-940 | Treasurer shall be bonded |
| Tennessee | 43-16-122 | Must be bonded if funds or negotiable instruments handled |
| Texas [3] | 5757 | Must be bonded if funds or negotiable instruments handled |
| West Virginia | 19-4-12 | Must be bonded if funds or negotiable instruments handled |

Table 13.04—Officers—selection

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-13 | Directors shall elect |
| Alabama [2] | 2-10-61 | Similar to Standard Act |
| Alabama [3] | 2-10-95 | Similar to Standard Act |
| Alaska | 10.15.175 | Elected annually by board, time and manner in bylaws |
| Arkansas [1] | 64-1508 | Elected annually by directors |
| Arkansas [2] | 77-913 | Similar to Standard Act |
| Arkansas [3] | 77-1013 | Similar to Standard Act |
| California [1] | 54149 | Similar to Standard Act |
| California [2] | 12601 | Elected annually by directors |
| Colorado [1] | 7-55-105 | Elected annually by board, time and manner in bylaws |
| Colorado [2] | 7-56-114(1) | Elected by board, time and manner in bylaws |
| Delaware | 8522 | Appointed annually by directors |
| District of Columbia | 29-819 | Elected annually by directors unless bylaws otherwise provide |
| Florida [1] | 618.13 | Similar to Standard Act |
| Georgia | 65-209 | Similar to Standard Act, but articles may provide for selection by members |
| Hawaii | 421-15 | Board shall elect |
| Idaho | 22-2613 | Similar to Standard Act |
| Illinois [1] | 311 | Elected annually by directors |
| Illinois [2] | 452 | Similar to Standard Act |
| Indiana | 15-7-1-12 | Bylaws may provide president, vice president, member election |
| Iowa [1] | 497.7 | Elected annually by directors |
| Iowa [2] | 498.9 | Elected annually by directors |
| Iowa [3] | 499.37 | Similar to Standard Act |
| Kansas [1] | 17-1510 | Elected annually by directors |
| Kansas [2] | 17-1612 | Similar to Standard Act |
| Kentucky [1] | 272.020(3) | Elected annually by directors |
| Kentucky [2] | 272.181 | Similar to Standard Act |
| Louisiana [1] | 81 | Similar to Standard Act |
| Louisiana [2] | 132 | Directors shall elect, may be elected by members if in articles or bylaws |
| Maine | 1873 | Board shall elect |
| Minnesota [1] | 308.11 | Similar to Standard Act |
| Minnesota [2] | 308.63 | Similar to Standard Act |
| Mississippi [2] | 79-19-23 | Similar to Standard Act |
| Missouri [1] | 274.120 | Similar to Standard Act |
| Missouri [2] | 357.080(2) | Elected annually by directors |
| Montana [1] | 35-15-304(4) | Elected by stockholders or board as bylaws provide |
| Montana [3] | 35-17-312 | Similar to Standard Act |
| New Hampshire | 301:22 | Similar to Standard Act |
| New Mexico [1] | 53-4-19 | Elected annually by directors unless bylaws provide otherwise |
| New Mexico [2] | 76-12-15 | Elected by directors as bylaws provide |
| New York | 64 | Elected annually by board |

Table 13.04—Officers—selection (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| North Carolina [1] | 54-123 | Elected annually by board |
| North Carolina [2] | 54-147 | Similar to Standard Act |
| North Dakota | 10-15-29(1) | Elected annually by board, time and manner in bylaws |
| Ohio | 1729.14 | Similar to Standard Act |
| Oklahoma [1] | 346 | Appointed annually by board |
| Oklahoma [2] | 361o | Elected by directors, manner and terms in bylaws |
| Oregon | 62.295(1) | Elected annually by board, time and manner in bylaws |
| Pennsylvania [1] | 12014 | Elected by members |
| Pennsylvania [2] | 12123 | Similar to Standard Act |
| South Carolina [1] | 33-45-120 | Elected annually by directors |
| South Carolina [2] | 33-47-940 | Similar to Standard Act |
| South Dakota | 47-17-14 | Elected annually by board, time and manner in bylaws |
| Tennessee | 43-16-121 | Similar to Standard Act |
| Texas [1] | 1396-50.01(22) | Elected annually by directors unless bylaws provide otherwise |
| Texas [3] | 5749 | Similar to Standard Act |
| Utah | 3-1-15 | Similar to Standard Act |
| Vermont | 1013 | Similar to Standard Act |
| Virginia [2] | 13.1-326 | Similar to Standard Act |
| Washington [1] | 23.86.080 | Elected annually by directors by ballot |
| Washington [2] | 24.32.150 | Similar to Standard Act |

| | | |
|---------------|-----------|--|
| West Virginia | 19-4-11 | Similar to Standard Act |
| Wisconsin | 185.35(1) | Elected annually by board, time and manner in bylaws |

Table 13.05.01—Officers—removal—board action

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Alaska | 10.15.175(c) | Board may remove |
| Delaware | 8523 | Board may remove |
| Hawaii | 421-16 | Majority vote of directors after membership petition |
| Maine | 1874 | Majority vote of directors after membership petition |
| Maryland | 5-518(b) | Board may remove any officer |
| Mississippi [2] | 79-19-27 | Suspension pending hearing, vote of two-thirds of directors |
| New Jersey | 4:13-22 | Two-thirds vote of directors, officer who is director |
| North Dakota | 10-15-29(3) | Board may remove |
| Oregon | 62.295(3) | Board may remove |
| Pennsylvania [2] | 12124(b) | Majority vote of directors |
| South Dakota | 47-17-17 | Board may remove |
| Utah | 3-1-16 | Majority vote of directors after changes |
| Virginia [2] | 13.1-327 | Majority of directors after member petition |
| West Virginia | 185.35(3) | Board may remove |

Table 13.05.02—Officers—removal—charges and reasons

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-15 | Written charges signed by 5 percent of members |
| Alabama [2] | 2-10-63 | Similar to Standard Act, except 10 percent petition |
| Alaska | 10.15.175(c) | If in board's judgment best interests of association will be served |
| Arizona | 10-713(A) | Similar to Standard Act, except 10 percent petition |
| Arkansas [2] | 77-915 | Similar to Standard Act, except 10 percent petition |
| Arkansas [3] | 77-1010(j) | Manner and method may be in bylaws |
| California [1] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| Delaware | 8523 | For cause |
| District of Columbia | 29-820 | With or without cause |
| Florida [1] | 618.14 | Similar to Standard Act, except 10 percent petition |
| Georgia | 65-210 | Similar to Standard Act, except 10 percent petition |
| Hawaii | 421-16 | Similar to Standard Act, except 10 percent petition |
| Idaho | 22-2615 | Similar to Standard Act, except 10 percent petition |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa [1] | 497.6 | For cause |
| Kansas [2] | 17-1614 | Similar to Standard Act, except 10 percent petition |
| Kentucky [2] | 272.261 | Similar to Standard Act, except 10 percent petition |
| Louisiana [2] | 134 | Similar to Standard Act, except 10 percent petition |
| Maine | 1874 | Similar to Standard Act, except 10 percent petition, misconduct, incompetency |
| Maryland | 5-518(b) | If in board's judgment best interests of association will be served |
| Minnesota [1] | 308.11 | Stockholders for cause |
| Minnesota [2] | 308.66 | Similar to Standard Act, except 10 percent petition |
| Mississippi [2] | 79-19-27 | Similar to Standard Act, except 10 percent petition |
| Missouri [1] | 274.140(1), (2) | Similar to Standard Act |
| Montana [3] | 35-17-313(1) | Similar to Standard Act, except 10 percent petition |
| New Jersey | 4:13-22 | For cause |
| New Mexico [1] | 53-4-20 | With or without cause |
| North Carolina [1] | 54-123 | For cause |
| North Carolina [2] | 54-149 | Similar to Standard Act, except 10 percent petition |
| North Dakota | 10-15-29(3) | If in board's judgment best interests of association will be served |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 345 | For cause |
| Oregon | 62.295(3) | If in board's judgment best interests of association will be served |
| Pennsylvania [1] | 12014 | For good and sufficient cause |
| Pennsylvania [2] | 12124(b) | If in board's judgment best interests of association will be served |
| South Carolina [1] | 33-45-110 | For cause |
| South Carolina [2] | 33-47-950 | Similar to Standard Act, except 10 percent petition |
| South Dakota | 47-17-17 | If in board's judgment best interests of association will be served |
| Tennessee | 43-16-130 | Similar to Standard Act |

Table 13.05.02—Officers—removal—charges and reasons (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Texas [1] | 1396-50.01(23) | For cause |
| Texas [3] | 5751 | Similar to Standard Act, except 10 percent petition |
| Utah | 3-1-16 | Similar to Standard Act, 10 percent member petition, misconduct, incompetency |
| Virginia [2] | 13.1-327 | Similar to Standard Act, except 10 percent petition, misconduct, incompetency |
| Washington [1] | 23.86.080 | For cause |
| Washington [2] | 24.32.200 | Similar to Standard Act, except 10 percent petition |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wisconsin | 185.35(3) | If in board's judgment best interests of association will be served |
| Wyoming | 17-10-113 | Similar to Standard Act, except 10 percent petition |

Table 13.05.03—Officers—removal—meeting

| Statute | Section or article | Description |
|----------------|--------------------|---------------------------------|
| STANDARD | 883f-15 | Next regular or special meeting |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Arizona | 10-713(A) | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |

| | | |
|----------------------|-----------------|-----------------------------------|
| Delaware | 8523 | Regular or special board meeting |
| District of Columbia | 29-820 | Meeting required |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [1] | 311 | Meeting required |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa [1] | 497.6 | Regular or special meeting |
| Iowa [3] | 499.37 | Meeting called for purpose |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [1] | 272.020(2) | Vote at meeting |
| Kentucky [2] | 272.261 | Similar to Standard Act |
| Louisiana [2] | 134 | Similar to Standard Act |
| Maine | 1874 | First board meeting after hearing |
| Minnesota [1] | 308.11 | Regular or special meeting |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1), (2) | Similar to Standard Act |
| Montana [3] | 35-17-313(1) | Similar to Standard Act |

Table 13.05.03—Officers—removal—meeting (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| New Jersey | 4:13-22 | Director meeting |
| New Mexico [1] | 53-4-20 | Regular or special meeting |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 345 | Regular meeting or special meeting called for purpose |
| South Carolina [1] | 33-45-110 | Meeting required |
| South Carolina [2] | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Similar to Standard Act |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-16 | First board meeting after hearing |
| Washington [1] | 23.86.080 | Meeting required |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 13.05.04—Officers—removal—hearing

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-15 | Officer given charges and opportunity to be heard |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Arizona | 10-713(A) | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| Delaware | 8523 | Opportunity to be heard |
| District of Columbia | 29-820 | Opportunity to be heard |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Hawaii | 421-16 | Similar to Standard Act |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [2] | 272.261 | Similar to Standard Act |
| Louisiana [2] | 134 | Similar to Standard Act |
| Maine | 1874 | Opportunity to be heard |
| Minnesota [2] | 308.66 | Similar to Standard Act |

Table 13.05.04—Officers—removal—hearing (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1), (2) | Similar to Standard Act |
| Montana [3] | 35-17-313(1) | Similar to Standard Act |
| New Mexico [1] | 53-4-20 | Shall have opportunity to be heard at meeting |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 345 | Opportunity to be heard |
| South Carolina [2] | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Opportunity to be heard |
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-16 | Opportunity to be heard |
| Virginia [2] | 13.1-327 | Opportunity to be heard |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 13.05.05—Officers—removal—vote

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-15 | Majority vote of members |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Arizona | 10-713(A) | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [2] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| Delaware | 8523 | Vote of two-third of directors present at meeting |
| District of Columbia | 29-820 | Vote of two-third of members voting at meeting |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Hawaii | 421-16 | Majority vote of directors |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [1] | 311 | Majority vote of stockholders at meeting or by proxy |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |
| Iowa [1] | 497.6 | Majority of stockholders |

Table 13.05.05—Officers—removal—vote (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Iowa [3] | 499.37 | Majority vote of all voting members |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [1] | 272.020 (2) | Majority vote of stockholders |
| Kentucky [2] | 272.261 | Vote of two-third of members voting at meeting or by proxy |
| Louisiana [2] | 134 | Majority vote of members |
| Maine | 1874 | Majority vote of directors |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1), (2) | Similar to Standard Act |
| Montana [3] | 35-17-313(1) | Similar to Standard Act |
| New Jersey | 4:13-22 | Vote of two-third directors present and voting |
| New Mexico [1] | 53-4-20 | Vote of two-thirds members voting at meeting |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 345 | Vote of two-thirds members of meeting, majority must be present |
| Pennsylvania [2] | 12124(b) | Vote of majority of directors |
| South Carolina [1] | 33-45-110 | Majority of stockholders at meeting |
| South Carolina [2] | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Majority of members voting at meeting |

| | | |
|----------------|-----------|-------------------------------------|
| Texas [3] | 5751 | Similar to Standard Act |
| Utah | 3-1-16 | Majority vote of board |
| Virginia [2] | 13.1-327 | Majority vote of board |
| Washington [1] | 23.86.080 | Majority of stockholders at meeting |
| Washington [2] | 24.32.200 | Similar to Standard Act |
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 13.05.06—Officers—removal—replacement

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-15 | Replacement by majority of members at meeting to remove |
| Alabama [2] | 2-10-63 | Similar to Standard Act |
| Arkansas [2] | 77-915 | Similar to Standard Act |
| California [1] | 54150 | Similar to Standard Act |
| Colorado [2] | 7-56-117(1) | Similar to Standard Act |
| District of Columbia | 29-820 | Filled by vote provided for election of directors |
| Florida [1] | 618.14 | Similar to Standard Act |
| Georgia | 65-210 | Similar to Standard Act |
| Idaho | 22-2615 | Similar to Standard Act |
| Illinois [2] | 455 | Similar to Standard Act |
| Indiana | 15-7-1-14 | Similar to Standard Act |

Table 13.05.06—Officers—removal—replacement (continued)

| Statute | Section or articles | Description |
|--------------------|---------------------|---|
| Iowa [1] | 497.6 | Majority of stockholders |
| Kansas [2] | 17-1614 | Similar to Standard Act |
| Kentucky [2] | 272.261 | Similar to Standard Act, except two-thirds vote |
| Louisiana [2] | 134 | Similar to Standard Act |
| Minnesota [1] | 308.11 | Stockholders have power to replace |
| Minnesota [2] | 308.66 | Similar to Standard Act |
| Mississippi [2] | 79-19-27 | Similar to Standard Act |
| Missouri [1] | 274.140(1), (2) | Similar to Standard Act |
| Montana [3] | 35-17-313(1) | Similar to Standard Act |
| New Mexico [1] | 53-4-20 | By vote as required for election of directors |
| North Carolina [2] | 54-149 | Similar to Standard Act |
| Ohio | 1729.16 | Similar to Standard Act |
| Oklahoma [1] | 346 | Filled for unexpired term by board |
| South Carolina [1] | 33-45-110 | Majority of stockholders of meeting |
| South Carolina | 33-47-950 | Similar to Standard Act |
| Tennessee | 43-16-130 | Similar to Standard Act |
| Texas [1] | 1396-50.01(23) | Filled by vote as required for election of director |
| Texas [3] | 5751 | Similar to Standard Act |
| Washington [1] | 23,86,080 | Majority of stockholders at meeting |
| Washington [2] | 24.32,200 | Similar to Standard Act |

| | | |
|---------------|-----------|-------------------------|
| West Virginia | 19-4-14 | Similar to Standard Act |
| Wyoming | 17-10-113 | Similar to Standard Act |

Table 13.06—Officers—compensation

| Statute | Section or article | Description |
|----------------|--------------------|---|
| STANDARD | 883f-12 | May provide fair remuneration for time actually spent |
| Alabama [2] | 2-10-60 | Similar to Standard Act |
| Alabama [3] | 2-10-94 | Similar to Standard Act |
| Alaska | 10,15,180 | Board may provide reasonable compensation |
| Arizona | 10-711(B) | Similar to Standard Act |
| Arkansas [2] | 77-912 | Similar to Standard Act |
| Arkansas [3] | 77-1012 | Similar to Standard Act, where not otherwise prohibited in bylaws |
| California [1] | 54147 | Similar to Standard Act |
| Colorado [1] | 7-55-107(f) | May allow suitable compensation |
| Colorado [2] | 7-56-113(2) | Similar to Standard Act |
| Florida [1] | 618.12(2) | Similar to Standard Act |
| Georgia | 65-208 | Similar to Standard Act |
| Idaho | 22-2612 | Similar to Standard Act |
| Illinois [2] | 451 | Similar to Standard Act |
| Indiana | 15-7-1-11(g) | Similar to Standard Act |
| Kansas [2] | 17-1611 | Similar to Standard Act |

Table 13.06—Officers—compensation (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Kentucky [2] | 272.171(5) | Similar to Standard Act |
| Louisiana [1] | 80 | Similar to Standard Act |
| Louisiana [2] | 131 | Similar to Standard Act |
| Maryland | 5-516(a) | Similar to Standard Act |
| Minnesota [2] | 308.62 | Similar to Standard Act |
| Mississippi [2] | 79-19-21 | Similar to Standard Act |
| Missouri [1] | 274.110(4) | Similar to Standard Act |
| Montana [3] | 35-17-311(2) | Similar to Standard Act |
| New Hampshire | 301:24 | Similar to Standard Act |
| North Carolina [2] | 54-146(c) | Similar to Standard Act |
| North Dakota | 10-15-30(2) | Board may provide reasonable compensation |
| Ohio | 1729.13 | Similar to Standard Act |
| Oklahoma [1] | 344 | Similar to Standard Act |
| Oregon | 62.300(3) | Board may provide reasonable compensation |
| Pennsylvania [1] | 12014 | May provide remuneration |
| South Carolina [2] | 33-47-930 | Similar to Standard Act |
| South Dakota | 47-17-18 | Board may provide reasonable compensation |
| Tennessee | 43-16-117 | Similar to Standard Act |
| Vermont | 1014 | Similar to Standard Act |
| Washington [2] | 24.32.110 | Similar to Standard Act |
| West Virginia | 19-4-10 | Similar to Standard Act |
| Wisconsin | 185.36(2) | Board may provide reasonable compensation |

Table 13.07—Officers—responsibilities and liabilities

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Alabama [3] | 2-10-95 | Duties those of corporation officers, additional as in bylaws |
| Alaska | 10.15.010 | May indemnify officers, former officers |
| | 10.15.175(c) | Authority and duties as bylaws, board provide |
| Arkansas [1] | 64-1510 | Duties shall be formulated in bylaws |
| Colorado [1] | 7-55-106 | Authority and duties as bylaws, board provide |
| Colorado [2] | 7-56-114(2) | Authority and duties as bylaws, board provide |
| Delaware | 8508(5) | Directors may prescribe duties |
| Illinois [1] | 311 | Manager shall be under director control at all times |
| North Dakota | 10-15-29 | Authority and duties as bylaws, officers provide |
| Oregon | 62.125(13) | May indemnify officers, former officers |
| | 62.295(3) | Authority and duties as bylaws, board provide |
| Pennsylvania [2] | 12112(16) | May indemnify officers, former officers |
| | 12112.1 | Detailed description of indemnification |
| South Dakota | 47-17-19 | May indemnify officers, former officers |
| | 47-17-16 | Authority and duties as bylaws, board provide |
| Wisconsin | 185.03(10) | May indemnify officers, former officers |

Table 14.01—The patronage relationship—cooperative as agent

| Statute | Section or article | Description |
|--------------------|-----------------------|--|
| STANDARD | 883f-6(c) | Power to act as agent or representative of members |
| Alabama [2] | 2-10-54(6) | Similar to Standard Act |
| Alabama [3] | 2-10-99(8) | Association shall have power to act as agent for members |
| Arizona | 10-705(3) | Similar to Standard Act, adding patrons |
| Arkansas [2] | 77-906(c) | Similar to Standard Act |
| Arkansas [3] | 77-1006(j) | Similar to Standard Act |
| California [1] | 54173 | Similar to Standard Act |
| Colorado [2] | 7-56-107(c) | Similar to Standard Act |
| Delaware | 8507, 8541 | May act as agent, purchase or sell for patron |
| Florida [1] | 618.07(3) | Similar to Standard Act |
| Georgia | 65-213(c) | Similar to Standard Act |
| Hawaii | 421-9(b)(1) | May act as agent, broker, acting in fact for members |
| Idaho | 22-2606(c) | Similar to Standard Act |
| Illinois [2] | 445(c) | Similar to Standard Act |
| Indiana | 15-7-1-5(d) | Similar to Standard Act |
| Iowa [3] | 499.7(1) | Conduct business either as principle or agent for members |
| Kansas [2] | 17-1605(d) | Similar to Standard Act |
| Kentucky [2] | 272.211(4) | Similar to Standard Act |
| Louisiana [1] | 74(4) | Similar to Standard Act |
| Louisiana [2] | 125(3) | Similar to Standard Act |
| Maine | 1828(2)(A) | May act as agent, broker, acting in fact for members |
| Maryland | 5-502(2), 504(5), 526 | May act as buying and selling agent for patrons |
| Minnesota [1] | 308.05 | Shall have power as agent, to buy, sell, deal |
| Minnesota [2] | 308.56(3) | Similar to Standard Act |
| Mississippi [1] | 79-17-25 | May act as agent |
| Mississippi [2] | 79-19-9(c) | Similar to Standard Act |
| Missouri [1] | 274.060(3) | Similar to Standard Act |
| Montana [3] | 35-17-106 | Similar to Standard Act |
| Nebraska [2] | 21-1405(3), (7) | Similar to Standard Act, and act as agent or on commission |
| Nevada [1] | 81.120(1)(a) | Contract may make association sole agent for member |
| New Hampshire | 301:3(V) | Similar to Standard Act |
| New Mexico [2] | 76-12-6(c) | Similar to Standard Act |
| New York | 14(d), 47(2) 14(k) | Similar to Standard Act, principal agent contract rules Act as agent for nonmembers |
| North Carolina [2] | 54-151(3) | Similar to Standard Act |
| Ohio | 1729.03(c) | Similar to Standard Act |
| Oklahoma [2] | 361e(c) | Similar to Standard Act |
| Oregon | 62.355(1)(b), (d) | Member agrees to authorize association to act in marketing contracts |
| Pennsylvania [2] | 12112(7) | May act as agent, acting in fact for members |
| Rhode Island | 7-7-6(j) | Similar to Standard Act |

Table 14.01—The patronage relationship—cooperative as agent (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| South Carolina [2] | 33-47-230(3) | Similar to Standard Act |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [2] | 2520 | Authority to act as selling and purchasing agents for members only |
| Texas [3] | 5742(c) | Similar to Standard Act |
| Utah | 3-1-9(II)(a) | May act as agent, acting in fact for members |
| Vermont | 994(5) | Similar to Standard Act |
| Virginia [2] | 13.1-320(b)(1) | May act as agent, broker, acting in fact for members |
| Washington [2] | 24.32.050(3) | Similar to Standard Act |
| West Virginia | 19-4-4(c) | Similar to Standard Act |
| Wisconsin | 185.41(1) | Member agrees to authorize association to act in marketing contracts |
| Wyoming | 17-10-109(9) | Similar to Standard Act |

Table 14.02.01—The patronage relationship—nonmember business—power

| Statute | Section or article | Description |
|-------------------|--------------------|---|
| STANDARD | 883f-6(a) | May also buy, sell, and deal in nonmember products |
| Alabama [2] | 2-10-54 | May render services to nonmembers |
| Alabama [3] | 2-10-99 | May render services to nonmembers |
| Alaska | 10.15.270 | Nonmember business noted in antitrust provision |
| Arizona | 10-705(1) | Nonmember business noted |
| Arkansas [2] | 77-906(a) | Nonmember business noted |
| California [1] | 54179 | Nonmember business noted |
| Colorado [1] | 7-55-101(a) | Nonmember business noted |
| Colorado [2] | 7-56-107(a) | Articles of incorporation may limit business to members |
| Georgia | 65-213(a) | Similar to Standard Act |
| Hawaii | 421-9(b)(8) | Similar to Standard Act |
| Idaho | 22-2606(a) | Similar to Standard Act |
| Illinois [2] | 445(j) | Nonmember business noted |
| Indiana | 15-7-1-5(b) | Similar to Standard Act |
| Iowa [2] | 498.3 | Nonmember business noted |
| Iowa [3] | 499.3 | Association may limit dealings; prohibited for livestock shipping |
| Kansas [2] | 17-1604 | Unless articles provide otherwise, may do business with nonmember |
| Kentucky [2] | 272.211(2) | Power to limit dealings to members only |
| Louisiana [2] | 125(1) | Limited to necessary and incidental to member business |
| Maine | 1828(2)(H) | Similar to Standard Act |
| Maryland | 5-501(b)(3) | Nonmember business noted |
| Massachusetts [3] | 11 | May not handle nonmember products except for storage |
| Michigan | 21.99 | Noted in applicability of act |
| Minnesota [2] | 308.56(1) | Articles may provide limits |
| Mississippi [1] | 79-17-25 | May render services to nonmembers |
| Mississippi [2] | 79-19-9(a) | Limited to necessary and incidental to member business |
| Missouri [1] | 274.060(1) | Nonmember business noted |
| Montana [3] | 35-17-106 | Nonmember business noted |
| Nebraska [1] | 21-1303 | Association may prohibit or limit nonmember business |
| Nebraska [2] | 21-1405(3), (7) | May buy, sell for others, may be agent for nonmember business. |
| Nevada [1] | 81.020(4) | May deal in products of nonmembers |

Table 14.02.01—The patronage relationship—nonmember business—power (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| New Hampshire | 301:3(I) | Nonmember business noted |
| New Jersey | 4:13-30 | Similar to Standard Act |
| New Mexico [2] | 76-12-6(j) | Similar to Standard Act |
| New York | 14(b), 111(a)(3) | Nonmember business noted |
| North Carolina [1] | 54-117 | Nonmember business noted |
| North Carolina [2] | 54-151(1) | Nonmember business noted |
| Ohio | 1729.03(A) | May limit to member business except for storage |
| Oklahoma [1] | 341 | No nonmember business except for storage |
| Oklahoma [2] | 361e(j) | Similar to Standard Act |
| Oregon | 62.845 | Nonmember business noted |
| Pennsylvania [2] | 12112(18) | Similar to Standard Act |
| South Carolina [2] | 33-47-460 | Nonmember business noted |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [3] | 5742(h) | Similar to Standard Act |
| Utah | 3-1-9(11)(h) | Similar to Standard Act |
| Vermont | 994(1) | Nonmember business noted |
| Virginia [2] | 13.1-320(b)(9) | Similar to Standard Act |
| Washington [2] | 24.32.050(1) | Similar to Standard Act |
| West Virginia | 19-4-4(a) | Association may fix terms of nonmember business |

Table 14.02.02—The patronage relationship—nonmember business—proportion

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Standard | 883f-6(a) | Not more than 50 percent |
| Alabama [2] | 2-10-54 | Not more than 50 percent |
| Alabama [3] | 2-10-99 | Not more than 50 percent |
| Arizona | 10-705(1) | Not more than 50 percent |
| Arkansas [2] | 77-906(a) | Not more than 50 percent |
| California [1] | 54179 | Not more than 50 percent |
| Colorado [1] | 7-55-101(a) | Not more than 50 percent |
| Colorado [2] | 7-56-107(a) | Not more than 50 percent |
| Florida [1] | 618.07(11) | Not more than 50 percent |
| Georgia | 65-213(a) | Not more than 50 percent |
| Hawaii | 421-9(b)(8) | Not more than 50 percent |
| Idaho | 22-2606(a) | Not more than 50 percent |
| Illinois [2] | 445(j) | Not more than 50 percent |
| Indiana | 15-7-1-5(b) | Not more than 50 percent |
| Iowa [2] | 498.3 | Not more than 50 percent |
| Iowa [3] | 499.3 | Not more than 50 percent |
| Kansas [2] | 17-1604 | Not more than 50 percent |
| Kentucky [2] | 272.211(2) | Not more than 50 percent |
| Louisiana [2] | 125(1) | Not more than 50 percent |
| Maine | 1828(2)(h) | 50 percent limit, 15 percent for nonmember, nonproducer |
| Maryland | 5-501(b)(3) | Not more than 50 percent |

Table 14.02.02—The patronage relationship—nonmember business—proportion (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Michigan | 21.99 | Not more than 50 percent |
| Minnesota [2] | 308.56(1) | Not more than 50 percent, products, supplies, service |
| Mississippi [1] | 79-17-25 | Not more than 50 percent |
| Mississippi [2] | 79-19-9(a) | Not more than 50 percent |
| Missouri [1] | 274.060(1) | Not more than 50 percent |
| Montana [3] | 35-17-106 | Not more than 50 percent |
| Nevada [1] | 81.020(4) | Not more than 50 percent |
| New Hampshire | 301:3(I) | Not more than 50 percent for marketing and purchasing |
| New Jersey | 4:13-30 | 50 percent limit, 15 percent for nonmembers, nonproducers, if tax exempt |
| New Mexico [2] | 76-12-6(j) | Not more than 50 percent |
| New York | 14(b), 111(a)(3) | Not more than 50 percent |
| North Carolina [1] | 54-117 | Not more than 50 percent |
| North Carolina [2] | 54-151(1) | Not more than 50 percent, includes services |
| Ohio | 1729.03(A) | Not more than 50 percent |
| Oklahoma [2] | 361e(j) | Not more than 50 percent |
| Oregon | 62.845 | Not more than 50 percent |
| Pennsylvania [2] | 12112(18) | Not more than 50 percent |
| South Carolina [2] | 33-47-460 | Not more than 50 percent |
| Tennessee | 43-16-108 | Not more than 50 percent |
| Texas [3] | 5742(h) | Not more than 50 percent, products and supplies |

| | | |
|----------------|----------------|---|
| Utah | 3-1-9(II)(h) | 50 percent rule, 15 percent rule for nonproducers, nonmembers |
| Vermont | 994(1) | Not more than 50 percent |
| Virginia [2] | 13.1-320(b)(9) | Not more than 50 percent |
| Washington [2] | 24.32.050(1) | Not more than 50 percent |

Table 14.02.03—The patronage relationship—nonmember business—measurement

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Standard | 883f-6(a) | In value |
| Alabama [2] | 2-10-54 | In value, U. S. Government business excluded |
| Alabama [3] | 2-10-99 | In value, U. S. Government business excluded |
| Arizona | 10-705(1) | In value |
| Arkansas [2] | 77-906(a) | In volume |
| California [1] | 54179 | In value |
| Colorado [1] | 7-55-101(a) | In value |
| Colorado [2] | 7-56-107(a) | In volume |
| Florida [1] | 618.07(11) | In value |
| Georgia | 65-213(a) | In value |
| Hawaii | 421-9(b)(8) | In annual value |
| Idaho | 22-2606(a) | In amount |
| Illinois [2] | 445(j) | In value in any fiscal year |
| Indiana | 15-7-1-5(b) | In value in the same fiscal year |
| Iowa [2] | 498.3 | In value |
| Iowa [3] | 499.3 | In value; government bodies, corporate landowners excepted |

Table 14.02.03—The patronage relationship—nonmember business—measurement (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Kansas [2] | 17-1604 | In value |
| Kentucky [2] | 272.211(2) | In amount |
| Louisiana [2] | 125(1) | In value |
| Maine | 1828(2)(H) | In value |
| Maryland | 5-501(b)(3) | In value |
| Minnesota [2] | 308.56(1) | In value |
| Mississippi [1] | 79-17-25 | In value |
| Mississippi [2] | 79-19-9(a) | In value |
| Missouri [1] | 274.060(1) | In value in any business year |
| Montana [3] | 35-17-106 | In volume |
| Nevada [1] | 81.020(4) | In value |
| New Hampshire | 301:3(I) | In value |
| New Jersey | 4:13-30 | In value |
| New Mexico [2] | 76-12-6(j) | In value |
| New York | 111(a)(3) | In value |
| North Carolina [1] | 54-117 | In value |
| North Carolina [2] | 54-151(1) | In value in any fiscal year |
| Ohio | 1729.03(A) | Total of similar products in any fiscal year |
| Oklahoma [2] | 361e(j) | In value during any fiscal year |
| Oregon | 62.845 | In value |
| Pennsylvania [2] | 12112(18) | In annual volume |
| South Carolina [2] | 33-47-460 | In value |
| Tennessee | 43-16-108 | In value |
| Texas [3] | 5742(h) | In value |
| Utah | 3-1-9(II)(h) | In value, U. S. Government business excluded |
| Vermont | 994(1) | In value |
| Virginia [2] | 13.1-320(b)(9) | In annual value |
| Washington [2] | 24.32.050(1) | The amount transacted in any one fiscal year |

Table 14.03.03—The patronage relationship—patronage refunds—requirement generally

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [3] | 2-10-103 | May make patronage dividends or distributions to members |
| Alaska | 10.15.275 | Net proceeds or savings shall be paid periodically, in bylaws |
| Arkansas [1] | 64-1510 | Bylaws must contain manner of distributing profits |
| California [2] | 12201 | Earnings may be used for general welfare or distributed according to patronage |
| Colorado | 7-55-101 | Distribution of earnings based on patronage, labor performed, services |
| Connecticut [1] | 33-193 | Shall be such distribution as prescribed in bylaws |
| Delaware | 8535 | Remainder may, in directors' discretion, be distributed |
| District of Columbia | 29-831 | At least once a year, shall apportion as articles, bylaws provide |
| Florida [1] | 618.15 | Net income shall be distributed on basis of patronage |
| Georgia | 65-231 | Net income may be distributed to members and nonmembers |
| Hawaii | 421-11(c) | Net margins shall be distributed |
| Illinois [1] | 319 | So much as directors decide but shall be distributed |
| Illinois [2] | 454.4 | Net income shall be distributed on basis of patronage |
| Indiana | 15-7-1-13(f) | Net earnings or savings shall be distributed, bylaws noted |
| Iowa [1] | 497.19 | Net profits shall be distributed |

Table 14.03.03—The patronage relationship—patronage refunds—requirement generally (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|--|
| Iowa [2] | 498.23 | Remainder of surplus returned to members as patronage dividend |
| Iowa [3] | 499.30 | At least once a year, shall apportion as articles, bylaws provide |
| Kansas [1] | 17-1501 | Profits prorated to association shareholders |
| Kansas [2] | 17-1609(j) | Bylaws may provide manner of prorating patronage dividends |
| Kentucky [1] | 272.010(1) | Remainder of profits prorated to stockholders or customers |
| Maine | 1912(3) | Net income shall be distributed |
| Maryland | 5-525(a) | Each cooperative shall apportion and distribute net proceeds on savings |
| Massachusetts [1] | 2 | Shall distribute its earnings or profits |
| Massachusetts [2] | 6 | Directors shall distribute net earnings |
| Michigan | 21.107 | Bylaws shall provide how net margins distributed |
| Minnesota [1] | 308.12(1) | Net income shall be distributed on the basis of patronage |
| Missouri [2] | 357.730(1) | Net margins shall be distributed at least annually |
| Montana | 35-15-412 | Profits or net earnings shall be distributed at least annually |
| Nebraska [1] | 21-1302(3) | Articles shall provide for distribution of net earnings or savings |
| Nevada [2] | 81.240(2) | Bylaws may provide that directors may suspend or pay profits at their discretion |
| New Jersey | 4:13-32, 33 | Balance remaining after deductions shall be distributed |
| New Mexico [1] | 53-4-31 | Directors or members shall apportion savings at least annually |
| New Mexico [2] | 76-12-12(d) | Undistributed balance shall be distributed |
| New York | 72 | Net margins may be distributed in discretion of directors |
| North Carolina [1] | 54-126, 127 | Directors, subject to members, shall apportion earnings, at least annually |
| North Dakota | 10-15-334(e) | Directors shall determine and distribute at least annually |
| Ohio | 1729.10(F) | Net income to be distributed to members |
| Oklahoma [1] | 347 | Excess fees or charges to be returned |
| Oklahoma [2] | 361e(b), (d) | Directors shall apportion at least annually, member approval |
| Oregon | 62.415(1) | Net proceeds or savings shall be paid periodically, in bylaws |
| Pennsylvania [1] | 12015 | Shall be an accounting each quarter |
| Pennsylvania [2] | 12126 | Net proceeds shall be paid periodically, in bylaws |
| South Carolina [1] | 33-45-180 | Directors shall apportion earnings, subject to members |
| South Dakota | 47-16-41 | Directors shall determine and distribute at least annually |
| Texas [1] | 1396-50.01(34)(a) | Members or directors shall apportion net savings annually |
| Texas [2] | 2518 | Directors may divide profits among members |
| Utah | 3-1-11(c) | Net income shall be distributed |
| Virginia [1] | 13.1-306 | Directors shall apportion earnings annually, subject to members |
| Virginia [2] | 13.1-322(e) | Net savings shall be distributed |
| Washington | 23.86.170 | Profits or net earnings shall be distributed as often as annually |
| Wisconsin | 185.45 | Directors shall determine and distribute at least annually |
| Wyoming | 17-10-115(a), 116(a) | Directors must apportion and distribute net margins annually |

Table 14.03.05—The patronage relationship—patronage refunds—expenses

| Statute | Section or article | Description |
|------------------|----------------------|---|
| Georgia | 65-231 | Other authorized deductions |
| Iowa[3] | 499.30 | Earnings in excess of operating expenses distributed |
| Maryland | 5-525(e) | All costs and expenses of operation |
| New Jersey | 4:13-32, 33 | After payment of expenses |
| North Dakota | 10-15-33(1), (2) | Operating expenses, costs, taxes other expenses, employee share |
| Oklahoma [1] | 347 | Expenses in service to members |
| Pennsylvania [1] | 12015(I), (II) | Depreciation, preliminary expenses |
| Pennsylvania [2] | 12126(e) | All costs and expenses of operation |
| South Dakota | 47-16-41, 42, 44 | Operating expenses, costs, taxes, other expenses, employee shares |
| Virginia [2] | 13.1-322(e) | Costs and expenses |
| Wisconsin | 185.45(1) | Operating expenses, costs, taxes, other expenses, employee shares |
| Wyoming | 17-10-115(a), 116(b) | Expenses, employee basis, capital expenditures |

Table 14.03.06—The patronage relationship—patronage refunds—dividends on stock

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.290 | Dividends paid on capital stock |
| Arkansas [1] | 64-1503 | After fixed dividends |
| California [2] | 12201 | Interest on capital stock |
| Delaware | 8535 | Dividends on preferred and common stock |
| District of Columbia | 29-831(2) | Return on capital |
| Hawaii | 421-11(c) | Dividends on stock |
| Illinois [1] | 323 | Bylaws may provide for distributions on stock |
| Indiana | 15-7-1-13(f) | Dividends on stock |
| Iowa [3] | 499.30 | Fixed dividends on stock or memberships |
| Kansas [1] | 17-1501 | Fixed dividends on stock |
| Kentucky [1] | 272.010(1) | Fixed dividends on stock |
| Maine | 1912(3) | Dividends on stock |
| Maryland | 5-525(e) | Any dividends on capital stock and interest on other investments |
| Massachusetts [2] | 6(2) | Payment of dividends |
| Michigan | 21.107 | Dividends on stock |
| Minnesota [1] | 308.06(2)(8) | Dividends on stock |
| Missouri | 357.130(1) | Dividends on stock |
| Montana [1] | 35-15-411 | Dividends on stock |
| Nebraska | 21-1302(3) | Distribution for dividends |
| New Jersey | 4:13-33 | Interest on stock |
| New Mexico [1] | 53-4-31(2) | Interest, dividends on capital |
| New Mexico [2] | 76-12-12(c) | Interest on membership capital on stock |
| North Carolina [1] | 54-126 | Dividends on capital |
| North Dakota | 10-15-33(2)(c) | Capital dividend |

Table 14.03.06—The patronage relationship—patronage refunds—dividends on stock (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|---|
| Oklahoma [2] | 3611(c) | Interest on membership capital or stock |
| Oregon | 62.415(5) | Dividends paid on capital stock |
| Pennsylvania [1] | 12015(III) | Interest on stock |
| Pennsylvania [2] | 12126(e) | Dividends paid on capital stock, interest on other equity |
| South Carolina [1] | 33-45-180(1) | Dividends on paid up stock |
| South Dakota | 47-16-42 | Capital dividend |
| Texas [1] | 1396-50.01(34)(a)(1) | Investment dividends on invested capital |
| Utah | 3-1-11(c) | Dividends on stock |
| Virginia [1] | 31.1-306 | Dividends on capital stock |
| Virginia [2] | 13.1-322(e) | Dividends on outstanding stock or membership capital |
| Washington | 23.86.160 | Dividends on stock |
| Wisconsin | 185.45(2) | Capital stock dividends |
| Wyoming | 17-10-115(a) | Dividend on paid up capital stock |

Table 14.03.07—The patronage relationship—patronage refunds—reserves

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Delaware | 8535 | Reserve funds |
| District of Columbia | 29-831(1) | Reserve funds |
| Florida [1] | 618.15 | Additions to reserves |
| Georgia | 65-231 | Additions to reserves |
| Hawaii | 421-11(c) | Additions to reserves |
| Illinois [2] | 545.4 | Additions to reserves |
| Indiana | 15.7-1-13(f) | Establish reserves |
| Iowa [1] | 497.17 | Reserve funds |
| Iowa [2] | 498.23 | Reserve funds |
| Iowa [3] | 499.30 | Reserve funds |
| Kentucky [1] | 272.030 | May create reserves before profits prorated |
| Maine | 1912(3) | Additions to reserves |
| Massachusetts [1] | 2 | Contingent or sinking fund |
| Massachusetts [2] | 6(I) | Reserve fund |
| Michigan | 21.107 | Reserve fund |
| Minnesota [1] | 308.06(2)(8) | Additions to reserves |
| Missouri [2] | 357.130(1) | Reserves |
| Montana [1] | 35-15-411 | Reserves |
| New Jersey | 4:13-32, 33 | Establishment of reserve funds |
| New Mexico [1] | 53-4-31(1) | Surplus fund |

Table 14.03.07—The patronage relationship—patronage refunds—reserves (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|--|
| New Mexico [2] | 76-12-12(d) | Reserve and surplus |
| New York | 72 | Reasonable sums for reserves |
| North Carolina [1] | 54-126 | Reserve |
| North Dakota | 10-15-33(1)(3)(a) | Reserve |
| Ohio | 1729-10(F) | Reserves |
| Oklahoma [2] | 3611(d) | Additions to reserve and surplus |
| Pennsylvania [1] | 12015(IV) | Reserve fund |
| South Carolina [1] | 33-45-180(2) | Reserve fund |
| South Dakota | 47-16-41 | Reserves |
| Texas [1] | 1396-50.01(34)(a)(2) | Fund for association's general welfare |
| Texas [2] | 2518 | Directors may pass profits to surplus fund |
| Utah | 3-1-11(c) | Additions to reserves |
| Virginia [1] | 13.1-306 | Reserve fund |
| Virginia [2] | 13.1-322(e) | Additions to reserves |
| Washington [2] | 23.86.160 | Reserves |
| Wisconsin | 185.45(1) | Reserves |
| Wyoming | 17-10-115(a), 116(b) | Reserve fund |

Table 14.03.08—The patronage relationship—patronage refunds—educational purposes

| Statute | Section or article | Description |
|----------------------|----------------------|--|
| District of Columbia | 29-831(3) | Educational fund |
| Iowa [1] | 497.18 | Educational fund |
| Iowa [2] | 498.23 | Educational fund |
| Iowa [3] | 499.30 | Educational fund |
| Massachusetts [2] | 6(3) | To be used in teaching cooperation |
| Montana | 35-15-411 | Educational fund |
| Nebraska [1] | 21-1302(3) | May apportion funds to promote cooperative and improve agriculture |
| New Mexico [1] | 53-4-31(3) | Educational fund |
| North Carolina [1] | 54-126 | Educational fund |
| North Dakota | 10-15-33(2)(a) | Educational fund |
| Pennsylvania [1] | 12015(V) | Propaganda and social fund |
| South Carolina [1] | 33-45-180(3) | Educational fund |
| South Dakota | 47-16-43 | Educational fund |
| Texas [1] | 1396-50.01(34)(a)(2) | Educational fund |
| Virginia [1] | 13.1-306 | Educational fund |
| Wisconsin | 185.45(2)(a) | For teaching cooperative principles |
| Wyoming | 17-10-115(a), 116(b) | Educational fund to teach cooperation |

Table 14.03.09—The patronage relationship—patronage refunds—other rules

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Alaska | 10.15.290 | In accordance with generally accepted accounting principles |
| Florida [1] | 618.15 | Income to include receipts, dividends from subsidiary |
| Illinois [1] | 319 | Distribution in proportion to member's deposit with association |
| Illinois [2] | 454.4 | Receipts and dividends from subsidiaries, investments are income |
| Indiana | 15-7-1-13(f) | Net earnings applied to restore deficit |
| Maryland | 5-525(e) | Application of general accepted accounting principles |
| New Jersey | 4:13-32, 33 | Directors may make deductions from nonmember refunds for liability coverage |
| New Mexico [1] | 53-4-31(d) | Amounts due nonmembers may be placed in educational fund, conditions |
| New Mexico [2] | 76-12-12(d) | Receipts from any source |
| North Dakota | 10-15-33(6), (7) | May be applied to prior years' losses, deductions for farm organizations |
| Ohio | 1729.10(F) | Income to include receipts, dividends from subsidiary |
| Oklahoma [2] | 3611(d) | Amounts due nonmembers may be placed in educational fund, conditions |
| Oregon | 62.415(5) | In accordance with generally accepted accounting principles |
| Pennsylvania [2] | 12126(a) | Bylaws may govern apportionment of net losses |
| | 12126(e) | In accordance with generally accepted accounting principles |
| South Dakota | 47-16-53 | Net proceeds may be applied to prior year's losses |
| Wisconsin | 185.45(6) | Net proceeds may be applied to prior year's losses |

Table 14.03.10—Patronage relationship—patronage refunds—apportionment

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10-15.275, 285 | Ratio of patronage to total, may classify by type |
| Arkansas [1] | 64-1503 | Prorated to stockholders on purchases or sales or both |
| California [2] | 12201, 12805(c) | Uniformly on basis of volume of business, proportionately and equitably |
| Colorado [1] | 7-55-101(a) | Wholly or in part on basis of or in proportion to business |
| District of Columbia | 29-831(4) | Uniform rate in proportion to patronage |
| Florida [1] | 618.15 | Must be on basis of patronage |
| Georgia | 65-231 | May be distributed on basis of patronage |
| Hawaii | 421-11(c) | Shall be distributed on basis of patronage |
| Illinois [1] | 319, 323 | In proportion provided in bylaws, based on percentages of purchases or sales |
| Illinois [2] | 454.4 | Must be on basis of patronage |
| Indiana | 15-7-1-13(f) | Shall be distributed on a patronage basis |
| Iowa [1] | 497.19 | Amount of purchases of shareholders and employee wages |
| Iowa [2] | 498.23 | Prorated on uniform basis to member upon member's business |
| Iowa [3] | 499.30 | Allocated ratably in proportion to business done |
| Kansas [1] | 17-1501 | Prorated to stockholders upon purchases from or sales to association |

Table 14.03.10—Patronage relationship—patronage refunds—apportionment (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Kansas [2] | 17-1609(j) | Prorated to stockholders upon purchases from or sales to association |
| Kentucky [1] | 272.010(1) | Prorated upon purchases from or sales to association |
| Maine | 1912(3) | Shall be distributed on the basis of patronage |
| Maryland | 5-525(d) | Patronage according to pool, commodity or type |
| Massachusetts [1] | 2 | Distribute earnings in such manner as bylaws provide |
| Massachusetts [2] | 6(4) | Uniform distribution on basis of purchases , sales, wages |
| Michigan | 21.107 | Bylaws may provide |
| Minnesota [1] | 308.06(2)(8) | On basis of patronage, articles must provide |
| Missouri [2] | 357.130(1) | Based on amount of sales or purchases or both |
| Montana [1] | 35-15-401(2) | Owners of common stock share profits according to par value |
| Nebraska [1] | 21-1302(3) | On basis of or in proportion to value of business, labor, rates based on comm. |
| New Jersey | 4:13-32, 33 | Patronage basis in proportion to patrons business |
| New Mexico [1] | 53-4-31(4) | Same uniform rate in proportion to individual patronage |
| New Mexico [2] | 76-12-12(d) | Patronage basis according to amount or value |
| New York | 72 | Uniform distribution according to bylaws or contract |
| North Carolina [1] | 54-126 | Uniform dividend on amount of purchases, goods delivered, wages |
| North Dakota | 10-15-33(3) | Ratio of patronage to total, may be classified by type |
| Ohio | 1729.10(F) | Distributed only on basis of patronage |
| Oklahoma [2] | 3611(d) | On basis of patronage, according to amount or value |
| Oregon | 62.415(1), (3) | Ratio of patronage to total, may classify by type |

| | | |
|--------------------|----------------------|---|
| Pennsylvania [1] | 12015(VI) | Based on purchases and wages |
| Pennsylvania [2] | 12126(c) | Based on patronage, may classify by type |
| South Carolina [1] | 33-45-180(4)(a) | Amount of purchases of or sales to shareholders, employee wages |
| South Dakota | 47-16-48, 49 | Ratio of patronage to total, may be classified by type |
| Texas [1] | 1396-50.01(34)(a)(4) | In proportion to individual patronage |
| Texas [2] | 2518 | Cash contributions to working capital or patronage |
| Utah | 3-1-11(c) | Distributed on the basis of patronage |
| Virginia [1] | 13.1-306 | Uniform dividend based on amount purchased, wages |
| Virginia [2] | 13.1-322(e) | Distributed on basis of patronage |
| Washington [1] | 23.86.160 | In proportion to business, may classify by type |
| Wisconsin | 185.45(3), (4) | Ratio or patronage to total, may be classified by type |
| Wyoming | 17-10-115(a), 116(b) | Based on volume of business |

Table 14.03.11—The patronage relationship—patronage refund—nonmembers

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [3] | 2-10-103 | May make patronage dividends or distributions to members |
| Alaska | 10.15.275 | Members' patronage |
| Arkansas [1] | 64-1503 | Remainder prorated to stockholders based upon purchases |
| Delaware | 8535 | Stockholder patrons may be entitled to double that for nonmember patrons |
| District of Columbia | 29-831(4) | Uniform rate to all patrons based on patronage |
| Florida [1] | 618.15 | Refunds made to members |
| Georgia | 65-231 | To members and nonmember patrons |

Table 14.03.11—The patronage relationship—patronage refund—nonmembers (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|---|
| Hawaii | 421-11(c) | Shall be distributed to members and nonmembers on patronage |
| Illinois [1] | 323 | To purchasers or sellers |
| Illinois [2] | 454.4 | To members |
| Indiana | 17-7-1-13(f) | May restrict to members or be at different rate |
| Iowa [2] | 498.23 | Returned to members |
| Iowa [3] | 499.30 | Allocated to members and subscribers |
| Kansas [1] | 17-1501 | Prorated to association's several stockholders |
| Kansas [2] | 17-1609(j) | Prorated to association's several stockholders or members |
| Kentucky [1] | 272.010(1) | Prorated to stockholders or customers |
| Maine | 1912(3) | Made to members and nonmembers |
| Maryland | 5-525(a) | To persons entitled to receive them |
| Massachusetts [1] | 2 | Distribute among workmen, purchasers, stockholders |
| Massachusetts [2] | 6(4) | Uniform distribution to shareholders or employees |
| Michigan | 21.107 | Bylaws may provide for dividends to nonmembers |
| Minnesota [1] | 308.12(1) | Bylaws may provide for equal distributions to members, nonmembers |
| Montana [1] | 35-15-111 | Uniform dividends to patrons and employees |
| | 35-15-401 | Owners of common stock to share in margins |
| Nebraska [1] | 21-1302(3) | Members and other patrons |
| New Jersey | 4:13-32, 33 | Payment to patrons, members, nonmember nonproducers |
| <hr/> | | |
| New Mexico [1] | 53-4-31(4) | Funds to nonmembers allocated only on request, subscribers |
| New Mexico [2] | 76-12-12(d) | May be restricted to members, or same or different rate for nonmembers |
| New York | 72 | Refunds to members or patrons |
| North Carolina [1] | 54-126 | Allocation to shareholders, employees, half the amount to nonshareholders |
| North Dakota | 10-15-33(3), (4) | Distribution to patrons, need not pay to nonmembers |
| Ohio | 1729.10(F) | Distributed to members only |
| Oklahoma [2] | 3611(d) | May be restricted to members, or some or different for nonmembers |
| Oregon | 62.415(1) | Member's patronage |
| Pennsylvania [1] | 12015(1V) | Employees, members, nonmembers |
| Pennsylvania [2] | 12126(a) | May be restricted to members or some or different for nonmembers |
| South Carolina [1] | 33-45-180(4) | One-half to shareholders and employees, one-half to nonshareholders |
| South Dakota | 47-16-51 | May pay to members only or to nonmembers at different rate |
| Texas [1] | 1396-50.01(34)(a)(4) | Members and subscribers |
| Texas [2] | 2518 | Members |
| Virginia [1] | 13.1-306 | Uniform dividends to stockholders, employees, one-half to nonstockholders |
| Virginia [2] | 13.1-322(e) | May restrict to members or be at same or different rate |
| Washington [1] | 23.86.160 | May pay nonstockholders rate not exceeding stockholders |
| West Virginia | 19-4-4(a) | Unless assn. provides otherwise, nonmembers shall not participate in benefits |
| Wisconsin | 185.45(4) | May pay to members only or to nonmembers at different rate |
| Wyoming | 17-10-115(a), 116(b) | Shall distribute to members and nonmembers |

Table 14.03.12—The patronage relationship—patronage refunds—distribution form

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alaska | 10.15.280 | Cash, credits, stock, certificates, securities, other |
| California [2] | 12201, 12805(d) | Applied to membership; cash, stock evidences of indebtedness, goods, services |
| District of Columbia | 29-831(d) | Cash or shares in revolving fund; applied to membership |
| Hawaii | 421-11(c) | May be applied to membership by bylaws |
| Iowa [3] | 499.30, 32 | Limits on noncash distribution; applied to membership |
| Maine | 1912(3) | May be applied to membership by bylaws |
| Maryland | 5-525(b)(3) | May be credited toward membership |
| | 5-525(c) | Cash, credits, capital stock, certificates of interest, equity |
| Massachusetts [2] | 6(4) | One half of uniform dividend credited to purchase of membership stock |
| Minnesota [1] | 308.12(4) | Cash, credits, revolving fund certificates, its own or other securities |
| Mississippi [1] | 79-17-25 | Applied to membership at option of association |
| Missouri [2] | 357.130(1) | In such time and manner as bylaws provide |
| New Jersey | 4:13-32, 33 | May be applied to membership, may retain, certificates, notes |
| New Mexico [1] | 53-4-21(4)(c) | May be applied to membership |
| New Mexico [2] | 76-12-12(d) | May be applied to membership by bylaws |
| New York | 72 | May be credited to account of capital stock or securities |
| North Carolina [1] | 54-116(11) | Bylaws may provide manner of payment |
| | 54-126 | May be credited to capital stock for nonmembers |
| North Dakota | 10-15-33(5) | Cash, credits, stock, certificates, securities, other |
| Oklahoma [2] | 3611(d) | Applied to membership at option of association |

| | | |
|--------------------|----------------------|--|
| Oregon | 62.415(2) | Cash, credits, stock, certificates, securities, other |
| Pennsylvania [1] | 12015(VI) | May be credited toward purchase of stock |
| Pennsylvania [2] | 12126(a) | May be credited toward membership certificates or stock |
| | 12126(b) | Cash, credits, stock, certificates, securities, other |
| South Carolina [1] | 33-45-180(4)(b) | May be applied to membership |
| South Dakota | 47-16-52 | Cash, credits, stock, certificates, securities, other |
| Texas [1] | 1396-50.01(34)(a)(4) | Cash, property, membership certificates, investment certificates |
| Utah | 3-1-11(c) | May be applied to membership by bylaws |
| Virginia [2] | 13.1-322(e) | May be applied to membership by bylaws |
| Washington [1] | 23.86.160 | May be in stock or equity certificates, at directors' discretion |
| Wisconsin | 185.45(5) | Cash, credits, stock, certificates, securities, other |
| Wyoming | 17-10-115(a), 116(b) | Applied to membership |

Table 14.03.13—The patronage relationship—patronage refunds—unclaimed distribution

| Statute | Section or article | Description |
|--------------|--------------------|--|
| Alaska | 10.15.295 | After 6 years, then 6 months publication, mail, forfeiture and reversion |
| Arizona | 10-721 | After 10 years, unclaimed reserves used for education, research |
| Kentucky [2] | 272.291 | After 5 years, notice, association may retain and distribute |
| North Dakota | 10-15-34 | After 6 years, then 6 months publication, mail, forfeiture and reversion |
| Oregon | 62.425 | After 6 years, then 6 months publication, mail, forfeiture and reversion |

Table 14.03.13—The patronage relationship—patronage refunds—unclaimed distribution (continued)

| Statute | Section or article | Description |
|----------------|--------------------|--|
| South Dakota | 47-16-54 to 59 | After 6 years, then 6 months publication, mail, forfeiture and reversion |
| Washington [1] | 23.86.160 | Revert to association after 1 year from year declared |
| Wisconsin | 185.46 | After 6 years, then 6 months publication, mail, forfeiture and reversion |

Table 14.04—The patronage relationship—marketing contract

| Statute | Section or article | Statute | Section or article |
|-------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Minnesota [2] | 308.68 |
| Alabama [2] | 2-10-65 | Mississippi [2] | 79-19-31 |
| Alaska | 10.15.215 | Missouri [1] | 274.200 |
| Arizona | 10-716 | Montana [3] | 35-17-401 |
| Arkansas [2] | 77-917 | Nebraska [1] | 21-1304 |
| Arkansas [3] | 77-1016 | Nebraska [2] | 21-1405(4) |
| California [2] | 54261 | Nevada [1] | 81-120 |
| Colorado [2] | 7-56-119 | New Hampshire | 301:13 |
| Connecticut [2] | 33-212 | New Jersey | 4:13-26 |
| Delaware | 8541 | New Mexico [2] | 76-12-16 |
| Florida [1] | 618.17 | New York | 70 |
| Florida [2] | 619.07(5) | North Carolina [2] | 54-152 |
| Georgia | 65-215 | Ohio | 1729.18 |
| | | Oklahoma [1] | 343 |
| | | Oklahoma [2] | 361p |
| Hawaii | 421-18 | Oregon | 62.355 |
| Idaho | 22-2617 | Pennsylvania [2] | 12125 |
| Illinois [2] | 457 | Rhode Island | 7-7-6(g) |
| Indiana | 15-7-1-15 | South Carolina [2] | 33-47-1110 |
| Iowa [2] | 498.19 | Tennessee | 43-16-133 |
| Iowa [3] | 499.8 | Texas [3] | 5753 |
| Kansas [2] | 17-1616 | Utah | 3-1-17 |
| Kentucky [2] | 272.221(1) | Vermont | 1018 |
| Louisiana [2] | 136 | Virginia [2] | 13.1-329 |
| Maine | 1774 | Washington [2] | 24.32.210 |
| Maryland | 5-522 | West Virginia | 19-4-16 |
| Massachusetts [3] | 16 | Wisconsin | 185.41 |
| Michigan | 21.109 | Wyoming | 17-10-117, 121 |

Table 14.04.01—The patronage relationship—marketing contract—bylaws

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-17 | Bylaws may provide for the marketing contract |
| Alabama [2] | 2-10-54(8) | Similar to Standard Act |
| Alaska | 10.15.215 | Marketing contract may be contained in bylaws |
| Arizona | 10-706(A)(10) | Similar to Standard Act |
| Arkansas [2] | 77-910(h) | Similar to Standard Act |
| Arkansas [3] | 77-1010(i) | Similar to Standard Act |
| California [1] | 54119 | Similar to Standard Act |
| Colorado [2] | 7-56-111(h) | Similar to Standard Act |
| Delaware | 8511 | Contract-like terms may be in bylaws |
| Florida [1] | 618.09(8) | Similar to Standard Act |
| Georgia | 65-207(h) | Similar to Standard Act |
| Idaho | 22-2610(h) | Similar to Standard Act |
| Illinois [2] | 499(h) | Similar to Standard Act |
| Indiana | 15-7-1-9(i) | Bylaws may contain contract requirements imposed on member |
| Kansas [2] | 17-1609(h) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(h) | Similar to Standard Act |
| Louisiana [1] | 78(9) | Similar to Standard Act |
| Louisiana [2] | 129(8) | Similar to Standard Act |
| Massachusetts [3] | 13 | Approved or established form of marketing contract, penalties |
| Minnesota [2] | 308.60(8) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(h) | Similar to Standard Act |
| Missouri [1] | 274.090(10) | Similar to Standard Act |
| Montana [3] | 35-17-206(h) | Similar to Standard Act |
| New Hampshire | 301:11(VIII) | Similar to Standard Act |
| New Mexico [2] | 76-12-10(h) | Similar to Standard Act |
| New York | 70(1) | Similar to Standard Act |
| North Carolina [2] | 54-136(8) | Similar to Standard Act |
| Ohio | 1729.11(H) | Similar to Standard Act |
| Oklahoma [2] | 361i(h) | Similar to Standard Act |
| Pennsylvania [2] | 12121(5) | Rules of making contracts |
| South Carolina [2] | 33-47-810(10) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(h) | Similar to Standard Act |
| Vermont | 1001(7) | Similar to Standard Act |
| Washington [2] | 19-4-8(h) | Similar to Standard Act |

Table 14.04.02—The patronage relationship—marketing contract—requirement

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-17 | Every member or stockholder may be required to sign |
| Alabama [2] | 2-10-58(8) | Similar to Standard Act |
| Arizona | 10-706(A)(10) | Similar to Standard Act |
| Arkansas [2] | 77-910(h) | Similar to Standard Act |
| Arkansas [3] | 77-1010(i) | Similar to Standard Act |
| California [1] | 54119 | Similar to Standard Act |
| Colorado [2] | 7-56-14(h) | Similar to Standard Act |
| Connecticut [2] | 33-212 | Similar to Standard Act |
| Florida [1] | 618.09(8) | Similar to Standard Act |
| Florida [2] | 619.07(5) | Power to make contracts requiring members to sell |
| Georgia | 65-207(h) | Similar to Standard Act |
| Hawaii | 421-18(a) | Similar to Standard Act |
| Idaho | 22-2610(h) | Similar to Standard Act |
| Illinois [2] | 449(h) | Similar to Standard Act |
| Indiana | 15-7-1-15 | Association may require members to sell agricultural products |
| Iowa [2] | 498.19 | May require members to sell through or buy from association |
| Kansas [2] | 17-1609(h) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(h) | Similar to Standard Act |
| Louisiana [1] | 78(9) | Similar to Standard Act, mandatory |
| Louisiana [2] | 129(8) | Similar to Standard Act, mandatory |
| Minnesota [2] | 308.60(8) | Similar to Standard Act |
| Mississippi [2] | 79-19-17(h) | Similar to Standard Act |
| Missouri [1] | 274.090(10) | Similar to Standard Act |
| Montana [3] | 35-17-206(h) | Similar to Standard Act |
| Nebraska [1] | 21-1304 | May require members to sell their products to association |
| Nevada [1] | 81.120 | Power to contract requiring members to market through association |
| New Hampshire | 301:11(VIII) | Similar to Standard Act |
| New Jersey | 4:13-27 | May require members to sell their products to association |
| New Mexico [2] | 76-12-10(h) | Similar to Standard Act |
| North Carolina [2] | 54-136(8) | Similar to Standard Act |
| Ohio | 1729.11(H) | Similar to Standard Act |
| Oklahoma [1] | 343 | May make marketing contract requiring member sale to association |
| Oklahoma [2] | 361i(h), 361p(a) | Similar to Standard Act, may require as membership condition |
| Rhode Island | 7-7-6(g) | Power to contract requiring members to market through association |
| South Carolina [2] | 33-47-810(10) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |

Table 14.04.02—The patronage relationship—marketing contract—requirement (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Texas [3] | 5746(h) | Similar to Standard Act |
| Utah | 3-1-17(1) | May require members to patronize association |
| Vermont | 1001(7) | Similar to Standard Act |
| Virginia [2] | 13.1-329(a) | May require members to sell products to association |
| Washington [2] | 24.32.210 | May require members to sell products to association |
| West Virginia | 19-4-8(h) | Similar to Standard Act |
| Wyoming | 17-10-121(a) | May require members to sell their products to association |

Table 14.04.03—The patronage relationship—marketing contract—exclusive rights

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Nebraska [1] | 21-1304 |
| | | Nebraska [2] | 21-1405(4) |
| Alabama [2] | 2-10-65 | Nevada [1] | 81-120(1) |
| Alaska | 10.15.215(1) | New Hampshire | 301:31 |
| Arizona | 10-716(A) | New Jersey | 4:13-27 |
| Arkansas [2] | 77-917 | | |
| California [1] | 54261 | New Mexico [2] | 76-12-16(a) |
| | | New York | 70(1) |
| Colorado [2] | 7-56-119 | North Carolina [2] | 54-152(a) |
| Connecticut [2] | 33-212 | Ohio | 1729.18 |
| Delaware | 8541 | Oklahoma [1] | 343 |

| | | | |
|-------------------|------------|--------------------|--------------|
| Florida [1] | 618.17 | Oklahoma [2] | 361p(a) |
| Florida [2] | 619.07(5) | Oregon | 62.355(1) |
| | | Pennsylvania [2] | 12125(a) |
| Georgia | 65-215 | Rhode Island | 7-7-6(g) |
| Hawaii | 421-18(a) | South Carolina [2] | 33-47-1110 |
| Idaho | 22-2617 | | |
| Illinois [2] | 457 | Tennessee | 43-16-133 |
| Indiana | 15-7-1-15 | Texas [3] | 5753 |
| | | Utah | 3-1-17(1) |
| Iowa [2] | 498.19 | Vermont | 1018 |
| Iowa [3] | 499.8 | Virginia [2] | 13.1-329(a) |
| Kansas [2] | 17-1616 | | |
| Kentucky [2] | 272.221(1) | Washington [2] | 24.32.210 |
| Louisiana [2] | 136 | West Virginia | 19-4-16 |
| | | Wisconsin | 185.41(1) |
| Massachusetts [3] | 16 | Wyoming | 17-10-121(a) |
| Minnesota [2] | 308.68 | | |
| Mississippi [2] | 79-19-31 | | |
| Missouri [1] | 274.200 | | |
| Montana [3] | 35-17-401 | | |

Table 14.04.04—The patronage relationship—marketing contract—sale or resale

| Statute | Section or article | Statute | Section or article |
|-------------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Mississippi [2] | 79-19-31 |
| | | Missouri [1] | 274.200 |
| Alabama [2] | 2-10-65 | Montana [3] | 35-17-401 |
| Arkansas [2] | 77-917 | Nevada [1] | 81-120(4) |
| California [1] | 54262 | New Hampshire | 301:31 |
| Colorado [2] | 7-56-119 | New Mexico [2] | 76-12-16(a) |
| Connecticut [2] | 33-212 | New York | 70(4) |
| Delaware | 8543 | | |
| Florida [1] | 618.17 | North Carolina [2] | 54-152(a) |
| Florida [2] | 619.07(5) | Ohio | 1729.18 |
| Georgia | 65-215 | Oklahoma [2] | 361p(a) |
| Idaho | 22-2617 | Pennsylvania [2] | 12125(a) |
| | | South Carolina [2] | 33-47-1110 |
| Illinois [2] | 457 | | |
| Indiana | 15-7-1-15 | Tennessee | 43-16-133 |
| Iowa [3] | 499.8 | Texas [3] | 5753 |
| Kansas [2] | 17-1616 | Utah | 3-1-17(1) |
| Kentucky [2] | 272.221(1) | Vermont | 1018 |
| | | Virginia [2] | 13.1-329(a) |
| Louisiana [2] | 136 | | |
| Massachusetts [3] | 16 | Washington [2] | 24.32.210 |
| Minnesota [2] | 308.68 | West Virginia | 19-4-16 |
| | | Wyoming | 17-10-117, 121(a) |

Table 14.04.05—The patronage relationship—marketing contract—title to product

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Kansas [2] | 17-1616 |
| | | Kentucky [2] | 272.221(1) |
| Alabama [2] | 2-10-65 | Louisiana [2] | 136 |
| Alaska | 10-716(c) | Maine | 1828(2)(A) |
| Arkansas [2] | 77-917 | Massachusetts [3] | 16 |
| California [1] | 54262 | | |
| Colorado [2] | 7-56-119 | Minnesota [2] | 308.68 |
| | | Mississippi [2] | 79-19-31 |
| Connecticut [2] | 33-212 | Missouri [1] | 274.200 |
| Delaware | 8541 | Montana [3] | 35-17-401 |
| Florida [1] | 618.17 | Nebraska [2] | 21-1405(3) |
| Florida [2] | 619.07(5) | | |
| Georgia | 65-215 | Nevada [1] | 81-120(4) |
| | | New Hampshire | 301:31 |
| Hawaii | 421-18(a) | New Mexico [2] | 76-12-16(a) |
| Idaho | 22-2617 | New York | 70(4) |
| Illinois [2] | 457 | North Carolina [2] | 54-152(a) |
| Indiana | 15-7-1-15 | | |
| Iowa [3] | 499.8 | | |

Table 14.04.05—The patronage relationship—marketing contract—title to product (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| Ohio | 1729.18 | Vermont | 1018 |
| Oklahoma [2] | 361p(a) | Virginia | 13.1-329(a) |
| Pennsylvania [2] | 12125(a) | Washington [2] | 24.32.210 |
| South Carolina [2] | 33-47-1110 | West Virginia | 19-4-16 |
| Tennessee | 43-16-133 | Wyoming | 17-10-117, 121(a) |
| Texas [3] | 5753 | | |
| Utah | 3-1-17(1) | | |

Table 14.04.06—The patronage relationship—marketing contract—title passage

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Mississippi [2] | 79-19-31 |
| California [1] | 54261 | Missouri [1] | 274.200 |
| Colorado [2] | 7-56-119 | Montana [3] | 35-17-407, 408 |
| Connecticut [2] | 33-212 | Nevada [1] | 81-120(2) |
| Delaware | 8543 | New Hampshire | 301:31 |
| Hawaii | 421-18(a) | New Mexico [2] | 76-12-16(a) |
| Illinois [2] | 457 | Oklahoma [2] | 361p(a) |
| Indiana | 15-7-1-15 | South Carolina [2] | 33-47-1110 |
| | | Tennessee | 43-16-133 |
| | | Utah | 3-1-17(1) |

Louisiana [2] 136
 Massachusetts [3] 16
 Minnesota [2] 308.68

Vermont 1018
 West Virginia 19-4-16

Table 14.04.07—The patronage relationship—marketing contract—presumptions

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-18(c) | Conclusively presumed that landowner can control products |
| Arkansas | 77-1017(c) | Similar to Standard Act |
| California [1] | 54266 | Similar to Standard Act |
| Colorado [2] | 7-56-120(3) | Similar to Standard Act |
| Connecticut | 33-213 | Similar to Standard Act |
| Kentucky [2] | 272.211(4) | Presumption that landlord not aware of tenants' membership and contract |
| Minnesota [2] | 308.69 | Similar to Standard Act |
| Mississippi [2] | 79-19-33(3) | Similar to Standard Act |
| Missouri [1] | 274.210(3) | Similar to Standard Act |
| New Hampshire | 301:34 | Similar to Standard Act |
| Utah | 3-1-17(V) | Similar to Standard Act |
| Vermont | 1021 | Similar to Standard Act |
| West Virginia | 19-4-17 | Similar to Standard Act |

Table 14.04.08—The patronage relationship—marketing contract—payment

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-17 | Massachusetts [3] | 16 |
| | | Minnesota [2] | 308.68 |
| Alabama [2] | 2-10-65 | Mississippi [2] | 79-19-31 |
| Alabama [3] | 2-10-103 | Missouri [1] | 274.200 |
| Arizona | 10-716(c) | Montana [3] | 35-17-401 |
| Arkansas [2] | 77-917 | Nevada [1] | 81-120(4) |
| California [1] | 54262 | New Hampshire | 301:31 |
| Colorado [2] | 7-56-119 | | |
| Connecticut [2] | 33-212 | New York | 70(4) |
| Delaware | 8543 | North Carolina [2] | 54-152(a) |
| Florida [1] | 618.17 | Ohio | 1729.18 |
| Florida [2] | 619.07(5) | Pennsylvania [2] | 12125(a) |
| | | South Carolina [2] | 33-47-1110 |
| Georgia | 65-215 | | |
| Idaho | 22-2617 | Tennessee | 43-16-133 |
| Illinois [2] | 457 | Texas [3] | 5753 |
| Indiana | 15-7-1-15 | Vermont | 1018 |
| Iowa [3] | 499.8 | Virginia [2] | 13.1-329(a) |
| | | Washington [2] | 24.32.210 |
| Kansas [2] | 17-1616 | | |
| Kentucky [2] | 272.221(1) | West Virginia | 19-4-16 |
| Louisiana [2] | 136 | Wyoming | 17-10-117, 121(a) |

Table 14.04.09—The patronage relationship—marketing contract—term

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| STANDARD | 883f-17 | Not more than 10 years |
| Alabama [2] | 2-10-65 | Not more than 10 years |
| Arizona | 10-716(A), (B) | Not more than 10 years; 30 years if yearly withdrawal option |
| Arkansas [2] | 77-917 | Not more than 10 years |
| California [1] | 54261 | Not more than 15 years |
| Colorado [2] | 7-56-119 | Not more than 10 years |
| Connecticut [2] | 33-212 | Not more than 10 years |
| Delaware | 8541 | Must provide yearly withdrawal opportunity |
| Florida [1] | 618.17 | Any period of time |
| Florida [2] | 619.07(5) | Not more than 10 years |
| Georgia | 65-215 | Not more than 10 years |
| Hawaii | 421-18(a) | May exceed 10 years with annual withdrawal privilege |
| Idaho | 22-2617 | Not more than 10 years |
| Illinois [2] | 457 | Any period of time |
| Indiana | 15-7-1-15 | Not more than 10 years |
| Iowa [2] | 498.19 | Annual withdrawal privilege |

Table 14.04.09—The patronage relationship—marketing contract—term (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Iowa [3] | 499.8 | Not less than 1 year, must be 10-day yearly withdrawal period |
| Kansas [2] | 17-1616 | Not more than 10 years |
| Kentucky [2] | 272, 221(1) | Any period of time except must have yearly withdrawal option |
| Louisiana [2] | 136 | Not more than 10 years |
| Maryland | 5-522(b) | Self renewing up to 5 years, 60-day withdrawal period |
| Massachusetts [3] | 16 | Not exceeding 10 years |
| Minnesota [2] | 308.68 | Not exceeding 5 years, except self renewing with option |
| Mississippi [2] | 79-19-31 | Not more than 10 years |
| Missouri | 274.200 | Not more than 10 years |
| Montana [3] | 35-17-411 | Not more than 10 years |
| Nebraska [1] | 21-1304 | Not more than 5 years, after 2 years must have withdrawal option |
| Nebraska [2] | 21-1405(4) | Not more than 5 years |
| New Hampshire | 301:31 | Not more than 10 years |
| New Jersey | 4:13-27 | Must provide yearly withdrawal opportunity |
| New Mexico [2] | 76-12-16(a) | For natural persons, yearly withdrawal option after 3 years |
| New York | 70(1) | Any period of time except must have yearly withdrawal option |
| North Carolina [2] | 54-152(a) | Not more than 10 years |
| Ohio | 1729.18 | Not more than 10 years |
| Oklahoma [1] | 343 | Not more than 10 years |
| Oklahoma [2] | 361p(a) | For natural persons, yearly withdrawal option after 3 years |

| | | |
|--------------------|--------------|--|
| Pennsylvania [2] | 12125(a) | Must specify yearly period for withdrawal |
| Rhode Island | 7-7-6(g) | Not more than 10 years |
| South Carolina [2] | 33-47-1110 | Not more than 10 years |
| Tennessee | 43-16-133 | Not more than 10 years |
| Texas [3] | 5753 | Not more than 10 years |
| Utah | 3-1-17(I) | If more than 3 years, period each year for withdrawal |
| Vermont | 1018 | Any period of time |
| Virginia [2] | 13.1-329(a) | Not more than 10 years |
| Washington [2] | 24.32.210 | Any period of time except after 10 years, yearly withdrawal option |
| West Virginia | 19-4-16 | Not more than 20 years |
| Wisconsin | 185.41(2) | Not exceeding 5 years, except self renewing with option |
| Wyoming | 17-10-121(a) | Not more than 10 years |

Table 14.04.10—The patronage relationship—marketing contract—filing

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Alaska | 10.15.230 to 260 | Contract or uniform contract, list of parties, termination filed |
| Arizona | 10-717 | Pilot agreement, list of parties, property description |
| Hawaii | 421-18(d) | Contract or uniform contract, list of parties, termination filed |
| Montana [3] | 14-423, 424 | Agreement covering livestock, wool, other livestock products |
| New Mexico [2] | 76-12-16(d), (e) | Contract describing property or services, names of parties, termination |

Table 14.04.10—The patronage relationship—marketing contract—filing (continued)

| Statute | Section or article | Description |
|--------------|--------------------|---|
| Oklahoma [2] | 361p(b), (c) | Contract describing property or services, names of parties, termination |
| Oregon | 62.360(1), (4) | Contract or uniform contract, list of parties, termination filed |
| Utah | 3-1-17(VI) | Contract or uniform contract, list of parties |
| Virginia [2] | 13.1-330 | Detailed description of contract filing, sample, list of signers |
| Wisconsin | 185.42 | Contract or uniform contract, list of parties, termination filed |

Table 14.04.11—The patronage relationship—marketing contract—effect of filing

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Alaska | 10.15.250 | Constructive notice of terms, perfection of interests, association rights |
| Hawaii | 421-18(d) | Constructive notice of terms, perfection of interests, association rights |
| Montana [3] | 35-17-406 | Constructive notice of agreement, association rights |
| New Mexico [2] | 76-12-16(d) | Filed contract serves as notice |
| Oregon | 62.360(3) | Constructive notice of terms, perfection of interests, association rights |
| Utah | 3-1-17(VI) | Constructive notice of terms, perfection of interests, association rights |
| Virginia [2] | 13.1-330(c) | Constructive notice of terms, perfection of interests, association rights |
| Wisconsin | 185.42(3) | Constructive notice of terms, perfection of interests, association rights |

Table 14.04.12—The patronage relationship—marketing contract—liquidated damages

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| STANDARD | 883f-18 | Bylaws or contract, specific sums for breach, enforceable (see text) |
| Alabama [2] | 2-10-65 | Similar to Standard Act |
| Alaska | 10.15.220 | May fix in contract, amount per unit, percentage or specified sum |
| Arizona | 10-716(D) | Similar to Standard Act |
| Arkansas [2] | 77-917 | Similar to Standard Act |
| Arkansas [3] | 77-1017(a) | Similar to Standard Act |
| California [1] | 54264 | Similar to Standard Act |
| Colorado [2] | 7-56-120(1) | Similar to Standard Act |
| Connecticut [2] | 33-213 | Similar to Standard Act |
| Delaware | 8511 | Similar to Standard Act |
| Florida [1] | 618.18(1) | Similar to Standard Act |
| Florida [2] | 619.07(6) | Similar to Standard Act |
| Georgia | 65-215 | Similar to Standard Act |
| Hawaii | 421-17(b) | Contract may fix liquidated damages |
| Idaho | 22-2617 | Similar to Standard Act |
| Illinois [2] | 458(a) | Similar to Standard Act |

Table 14.04.12—The patronage relationship—marketing contract—liquidated damages (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-16.1(a) | Similar to Standard Act |
| Iowa [2] | 498.19 | Contract may provide |
| Iowa [3] | 499.9 | Contract may provide |
| Kansas [2] | 17-1616 | Similar to Standard Act |
| Kentucky [2] | 272.221(2) | Similar to Standard Act |
| Louisiana [2] | 137 | Similar to Standard Act |
| Maryland | 5-522(c) | Contract may provide |
| Massachusetts [3] | 17 | Contract may provide |
| Minnesota [2] | 308.69 | Similar to Standard Act |
| Mississippi [2] | 79-19-33(1) | Similar to Standard Act |
| Missouri [1] | 274.210(1) | Similar to Standard Act |
| Montana [3] | 35-17-401 | Similar to Standard Act |
| Nebraska [1] | 21-1304 | Contract with establish charge per unit or specific sum |
| Nebraska [2] | 21-1410 | Contract may fix |
| New Hampshire | 301:32 | Similar to Standard Act |
| New Jersey | 4:13-28 | Bylaws or contract, fairly related to damages suffered |
| New Mexico [2] | 76-12-16(b) | Contract may fix |
| New York | 70(2) | Articles, bylaws or contract may fix |
| North Carolina [2] | 54-152(b) | Similar to Standard Act |
| Ohio | 1729.18 | Similar to Standard Act |

| | | |
|--------------------|--------------|--|
| Oklahoma [1] | 343 | Similar to Standard Act |
| Oregon | 62-355(2) | May fix in contract, amount per unit, percentage |
| Pennsylvania [2] | 12125(b) | Bylaws or contract may apply patronage refunds |
| Rhode Island | 7-7-16 | Contract may fix specific reasonable sums |
| South Carolina [2] | 33-47-1120 | Similar to Standard Act |
| Tennessee | 43-16-134 | Similar to Standard Act |
| Texas [3] | 5753 | Similar to Standard Act |
| Utah | 3-1-17(II) | Similar to Standard Act |
| Vermont | 1019 | Similar to Standard Act |
| Virginia [2] | 13.1-329(b) | Similar to Standard Act |
| Washington [2] | 24.32.210 | Similar to Standard Act |
| West Virginia | 19-4-17 | Similar to Standard Act |
| Wisconsin | 185.41(3) | Contract may fix, percentage or specific sum, limits |
| Wyoming | 17-10-121(b) | Similar to Standard Act |

Table 14.04.13—The patronage relationship—marketing contract—costs of breach

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|----------------|--------------------|
| STANDARD | 883f-18(a) | Arkansas [3] | 77-1017(a) |
| | | California [1] | 54264 |
| Alabama [2] | 2-10-65 | | |
| Arizona | 10-716(D) | Colorado [2] | 7-56-120(1) |
| Arkansas [2] | 77-917 | Florida [1] | 618.18(1) |

Table 14.04.13—The patronage relationship—marketing contract—costs of breach (continued)

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| Florida [2] | 619.07(6) | New Mexico [2] | 76-12-16(b) |
| Georgia | 65-215 | New York | 70(2) |
| Hawaii | 421-18(b) | | |
| | | North Carolina [2] | 54-152(b) |
| Idaho | 22-2617 | Ohio | 1729.18 |
| Illinois [2] | 458(a) | Oklahoma [1] | 343 |
| Indiana | 15-7-1-16.1(a) | Pennsylvania | 12125(b) |
| Iowa [3] | 499.9 | Rhode Island | 7-7-16 |
| Kansas [2] | 17-1616 | | |
| | | South Carolina [2] | 33-47-1120 |
| Kentucky [2] | 272.221(2) | Tennessee | 43-16-134 |
| Louisiana [2] | 137 | Texas [3] | 5753 |
| Minnesota [2] | 308.69 | Utah | 3-1-17(11) |
| Mississippi [2] | 79-19-33(1) | Vermont | 1019 |
| Missouri [1] | 274.210(1) | | |
| | | Virginia [2] | 13.1-329(b) |
| Montana [3] | 35-17-401 | Washington [2] | 24.32.210 |
| Nebraska [2] | 21-1410 | West Virginia | 19-4-17 |
| New Hampshire | 301:32 | Wyoming | 17-10-121(b) |

Table 14.04.14—The patronage relationship—marketing contract—injunction

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-18(b) | Kentucky [2] | 272.221(3) |
| | | Louisiana [2] | 137 |
| Alabama [2] | 2-10-65 | | |
| Alaska | 10.15.265(a) | Maryland | 5-522(d) |
| Arizona | 10-716(E) | Massachusetts [3] | 17 |
| Arkansas [2] | 77-917 | Minnesota [2] | 308.69 |
| Arkansas [3] | 77-1017(b) | Mississippi [2] | 79-19-33(2) |
| | | Missouri [1] | 274.210(2) |
| California [1] | 54265 | | |
| Colorado [2] | 7-56-120(2) | Montana [3] | 35-17-401 |
| Connecticut [2] | 33-213 | Nebraska [2] | 21-1410 |
| Delaware | 8511 | Nevada [1] | 81-120(1)(d) |
| Florida [1] | 618.18(2) | New Hampshire | 301:33 |
| | | New Jersey | 4:13-29 |
| Florida [2] | 619.07(7) | | |
| Georgia | 65-215 | New Mexico [1] | 76-12-16(c) |
| Hawaii | 421-18(c) | New York | 70(3) |
| Idaho | 22-2617 | North Carolina [2] | 54-152(c) |
| Illinois [2] | 458(b) | Oklahoma [2] | 343 |
| | | Oregon | 62.365(1) |
| Indiana | 15-7-1-16.1(b) | | |
| Iowa [3] | 499.9 | Pennsylvania [2] | 12125(c) |
| Kansas [2] | 17-1616 | Rhode Island | 7-7-16 |

Table 14.04.14—The patronage relationship—marketing contract—injunction (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| South Carolina [2] | 33-47-1130 | Virginia [2] | 13.1-329(c) |
| Tennessee | 43-16-134 | Washington [2] | 24.32.210 |
| Texas [3] | 5753 | West Virginia | 19-4-17 |
| Utah | 3-1-17(III) | Wisconsin | 185.43(1) |
| Vermont | 1020 | Wyoming | 17-10-121(c) |

Table 14.04.15—The patronage relationship—marketing contract—specific performance

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-18(b) | Nebraska [2] | 21-1410 |
| Alabama [2] | 2-10-65 | New Hampshire | 301:33 |
| Alaska | 10.15.265(a) | New Jersey | 4:13-29 |
| Arizona | 10-716(E) | New Mexico [2] | 76-12-16(c) |
| Arkansas [2] | 77-917 | New York | 70(3) |
| Arkansas [3] | 77-1017(b) | North Carolina [2] | 54-152(c) |
| California [1] | 54263 | Oklahoma [1] | 343 |
| Colorado [2] | 7-56-120(2) | Oregon | 62.365(1) |
| Connecticut [2] | 33-213 | Pennsylvania [2] | 12125(c) |
| | | Rhode Island | 7-7-16 |

| | |
|-----------------|----------------|
| Delaware | 8511 |
| Florida [1] | 618.18(2) |
| Florida [2] | 619.07(7) |
| Georgia | 65-215 |
| Hawaii | 421-18(c) |
| Idaho | 22-2617 |
| Illinois [2] | 458(b) |
| Indiana | 15-7-1-16.1(b) |
| Iowa [3] | 499.9 |
| Maryland | 5-522(d) |
| Minnesota [2] | 308.69 |
| Mississippi [2] | 79-19-33(2) |
| Missouri [1] | 274.210(2) |
| Montana [3] | 35-17-401 |

| | |
|--------------------|--------------|
| South Carolina [2] | 33-47-1130 |
| Tennessee | 43-16-134 |
| Texas [3] | 5753 |
| Utah | 3-1-17(111) |
| Vermont | 1020 |
| Virginia [2] | 13.1-329(c) |
| Washington [2] | 24.32.210 |
| West Virginia | 19-4-17 |
| Wisconsin | 185.43(1) |
| Wyoming | 17-10-121(c) |

Table 14.04.16—The patronage relationship—marketing contract—supplemental remedies

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-18(b) | Pending adjudication, temporary restraining order and prelim. injunction for breach |
| Alabama [2] | 2-10-65 | Similar to Standard Act |
| Alaska | 10.15.265(a) | Temporary restraining order |
| Arkansas [2] | 77-917 | Similar to Standard Act |
| Arkansas [3] | 77-1017(b) | Injunction with special bonding requirements |
| California [1] | 54265 | Similar to Standard Act |
| Colorado [2] | 7-56-120(2) | Similar to Standard Act |
| Connecticut [2] | 33-213 | Permanent injunction; temporary and prelim. injunction without bond for cause |
| Florida [1] | 618.18(2) | Similar to Standard Act |
| Florida [2] | 619.07(7) | Similar to Standard Act |
| Georgia | 65-215 | Similar to Standard Act |
| Hawaii | 421-18(c) | Similar to Standard Act |
| Idaho | 22-2617 | Similar to Standard Act |
| Illinois [2] | 458(b) | Similar to Standard Act |
| Kansas [2] | 17-1616 | Similar to Standard Act |
| Kentucky [2] | 272.221(3) | Similar to Standard Act |
| Louisiana [2] | 137 | Injunction with special bonding requirements |
| Minnesota [2] | 308.69 | Similar to Standard Act |
| Mississippi [2] | 79-19-59 | Association may recover liquidated damages in replevin action |
| | 79-19-33, 57 | Injunction with special bonding requirements, association may replevy |
| Missouri [1] | 274.210(2) | Similar to Standard Act |
| Montana [3] | 35-17-401 | Similar to Standard Act |
| Nebraska [2] | 21-1410 | Similar to Standard Act |
| New Hampshire | 301:33 | Similar to Standard Act, temporary restraining order only |
| New Jersey | 4:13-29 | Similar to Standard Act |
| New Mexico [2] | 76-12-16(c) | Similar to Standard Act |
| | 76-12-23 | Each and all remedies given are in addition to those already existing |
| New York | 70(3) | Similar to Standard Act, temporary restraining order only |
| North Carolina [2] | 54-152(c) | Similar to Standard Act |
| Oklahoma [1] | 343 | Similar to Standard Act |
| Oklahoma [2] | 361y | Each and all remedies given are in addition to those already existing |
| Oregon | 62.365(1) | Association entitled to temporary restraining order |
| Pennsylvania [2] | 12125(b) | Similar to Standard Act, may terminate membership on breach |
| | 12125(c) | Similar to Standard Act |

Table 14.04.16—The patronage relationship—marketing contract—supplemental remedies (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Rhode Island | 7-7-16 | Pending adjudication of breach, court may grant just and proper temporary relief |
| South Carolina [2] | 33-47-1130 | Similar to Standard Act |
| Tennessee | 43-16-134 | Similar to Standard Act |
| Texas [3] | 5753 | Similar to Standard Act |
| Utah | 3-1-17(III) | Similar to Standard Act |
| | 3-1-17(IV) | Remedies provided are not exclusive |
| Vermont | 1020 | Similar to Standard Act, temporary restraining order only |
| Virginia [2] | 13.1-329(c) | Similar to Standard Act |
| Washington [2] | 24.32.210 | Similar to Standard Act |
| West Virginia | 19-4-17 | Similar to Standard Act |
| Wisconsin | 185.43(1) | Similar to Standard Act, temporary restraining order only |
| Wyoming | 17-10-121(c) | Similar to Standard Act |

Table 14.04.17—The patronage relationship—marketing contract—interference with contract

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-26 | Knowingly induce breach, damages, fine, misdemeanor (see text) |
| Alaska | 10.15.265(b), 270 | Similar to Standard Act; but no misdemeanor, \$500 damages |
| Arizona | 10-723 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Arkansas [2] | 77-924 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Arkansas [3] | 77-1021 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Colorado [2] | 7-56-128 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Delaware | 8551, 8552 | Prohibits interf. with mbrshp. or contracts rights, blacklisting by buyer, penal. |
| Hawaii | 421-19 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Idaho | 22-2624 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Illinois [2] | 467 | Prohibits solicitation or acceptance by buyer, damages, injunction |
| Indiana | 15-7-1-24, 26 | Similar to Standard Act; \$100 damages |
| Louisiana [2] | 145 | Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine |
| Maine | 1778 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Michigan | 21.110 | Prohibits solicitation, abetting breach; \$500 damages, cost, injunction |
| Minnesota [2] | 308.78 | Similar to Standard Act; \$500 damages |
| Mississippi [2] | 79-19-49 | Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine |
| Missouri [1] | 274.260, 270 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| New Hampshire | 301:47 | Similar to Standard Act; \$500 damages, misdemeanor if natural person, fel. otherwise |
| New Jersey | 4:13-44 | Unfair practice to interfere with producers' rights |
| New York | 74 | Prohibits solicitation, abetting breach; \$100 damages, costs, injunction |
| North Carolina [2] | 54-157 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Ohio | 1729.181 | Unfair practice to interfere with producers' rights |
| Oklahoma [2] | 361r, 361s | Similar to Standard Act; actual damages, \$100 - \$1,000 fine, injunction |
| Oregon | 62.365(2) | Similar to Standard Act; but no misdemeanor, \$500 damages injunction |
| Pennsylvania [2] | 12125(d) | Similar to Standard Act; but no misdemeanor, damages, injunction, fees |
| South Carolina [2] | 33-47-1150 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |

Table 14.04.17—The patronage relationship—marketing contract—interference with contract (continued)

| Statute | Section or article | Description |
|---------------|--------------------|--|
| Texas [3] | 5761 | Similar to Standard Act, but no misdemeanor, treble actual damages |
| Utah | 3-1-18 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Vermont | 1029 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Virginia [2] | 13.1-329(d) | Similar to Standard Act, but no misdemeanor, actual, \$500 damages |
| West Virginia | 19-4-27 | Similar to Standard Act; damages, and injunction |
| Wisconsin | 185.43(2) | Similar to Standard Act, but no misdemeanor, injunction, damages |
| Wyoming | 17-10-122 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |

Table 14.04.18—The patronage relationship—marketing contract—false information

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-26 | Spreading false reports about finance, management; damages, fine |
| Alaska | 10.15.270 | Similar to Standard Act, but no misdemeanor; \$500 damages |
| Arizona | 10-723 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Arkansas [2] | 77-924 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Colorado [2] | 7-56-128 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Delaware | 8551 | False report prohibited |
| District of Columbia | 29-839 | Similar to Standard Act; subject to fine or imprisonment |
| Hawaii | 421-19 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Idaho | 22-2624 | Similar to Standard Act; \$500 damages, \$100 - \$500 fine |

| | | |
|--------------------|------------|---|
| Illinois [2] | 466 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Indiana | 15-7-1-25 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Kansas [2] | 17-1622 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Louisiana [2] | 145 | Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine |
| Maine | 1778 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Minnesota [2] | 308.78 | Similar to Standard Act; \$500 damages |
| Mississippi [2] | 79-19-49 | Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine |
| Missouri [1] | 274.260 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| New Hampshire | 301:47 | Similar to Standard Act; \$500 damages; misdemeanors if natural person |
| New Jersey | 4:13-45(d) | Unfair practice, public enforcement |
| New Mexico [1] | 53-4-39 | Similar to Standard Act; \$100 - \$500 fine |
| New York | 73 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| North Carolina [2] | 54-157 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Oklahoma [2] | 361r-361s | Similar to Standard Act; actual damages, \$100 - \$1,000 fine, injunction |
| Oregon | 62.370 | Similar to Standard Act, but no misdemeanor; \$500 damages |
| Pennsylvania [2] | 12125(d) | Similar to Standard Act, but no misdemeanor; actual, punitive, injunction |
| South Carolina [2] | 33-47-1150 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |

Table 14.04.18—The patronage relationship—marketing contract—false information (continued)

| Statute | Section or article | Description |
|---------------|--------------------|--|
| Texas [1] | 1396-50.01(41) | Similar to Standard Act; \$25 - \$200 fine, 1- to 12-month prison |
| Texas [2] | 5761 | Similar to Standard Act, but no misdemeanor; treble damages |
| Utah | 3-1-18 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Vermont | 1029 | Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine |
| Virginia [2] | 13.1-329(d) | Similar to Standard Act, but no misdemeanor; actual, \$500 damages |
| West Virginia | 19-4-26 | Similar to Standard Act, actual damages, \$100 - \$1,000 fine |
| Wyoming | 17-10-122 | Similar to Standard Act, \$500 damages, \$100 - \$1,000 fine |

Table 14.04.19—The patronage relationship—marketing contract—special rules

| Statute | Section or article | Statute | Section or article |
|----------|---------------------|--------------------|--------------------|
| Arizona | 10-724 | New Jersey | 4:13-26.1 |
| Delaware | 8543-8545 | North Carolina [2] | 54-152(d) |
| Indiana | 15-7-1-16.1(a), (d) | Pennsylvania [2] | 12125(b) |
| Iowa [3] | 499.9 | Washington [2] | 24.32.210 |
| Maryland | 5-526(a) | | |

Table 14.05—The patronage relationship—pooling

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|------------------|--------------------|
| Delaware | 8542 | Nevada [1] | 81.120(1)(c) |
| Hawaii | 421-18(e) | New York | 70(4) |
| Indiana | 15-1-7-15 | Oregon | 62.415(3) |
| Kentucky [2] | 272.221(1) | Pennsylvania [2] | 12126(c) |
| Maryland | 5-525(d) | | |

Table 14.06—The patronage relationship—product exemption rules

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|-----------------|--------------------|
| California [1] | 54035 | Minnesota [2] | 308.72 |
| Colorado [2] | 7-56-123(2) | Mississippi [2] | 79-19-37 |
| Iowa [3] | 499.55 | Missouri [1] | 274.300(2) |
| Kentucky [2] | 272.281 | Ohio | 1729.23 |
| Louisiana [2] | 139 | | |

Table 15.01—Association finance—nonstock associations

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-3 | With or without capital stock |
| Alabama [2] | 2-10-52 | With or without capital stock |
| Alabama [3] | 2-10-91 | With or without capital stock |
| Alaska | 10.15.350(4) | With or without membership stock |
| Arizona | 10-703(A) | Organized without capital stock |
| Arkansas [2] | 77-903 | With or without capital stock |
| Arkansas [3] | 77-1003 | With or without capital stock |
| California [1] | 54081(e), (f) | With or without capital stock |
| California [2] | 12402 | With or without capital stock |
| Colorado [1] | 7-55-102(f), (g) | With or without capital stock |
| Colorado [2] | 7-56-104 | With or without capital stock |
| Colorado [3] | 7-57-102 | With or without capital stock |
| Connecticut [2] | 33-195 | Organized without capital stock |
| District of Columbia | 29-805(7) | With or without shares |
| Florida [1] | 618.04(6), (7) | With or without capital stock |
| Florida [2] | 619.03 | Shall not have capital stock |
| Georgia | 65-202 | With or without capital stock |
| Hawaii | 421-4(7) | With or without capital stock |
| Idaho | 22-2603 | With or without capital stock |
| Illinois [2] | 443 | With or without capital stock |
| Indiana | 15-7-1-7(5), (6) | With or without capital stock |
| Iowa [2] | 498.2 | Without capital stock |
| Iowa [3] | 499.40(b) | With or without capital stock |
| Kansas [2] | 17-1603(a) | With or without capital stock |
| Kentucky [2] | 272.121(1) | With or without capital stock |
| Louisiana | 73 | With or without capital stock |
| Louisiana [2] | 123 | With or without capital stock |
| Maine | 1821 | With or without capital stock |
| Maryland | 5-503(b) | With or without capital stock |
| Massachusetts [3] | 10 | Without capital stock |
| Minnesota [1] | 308.06(2) | With or without capital stock |
| Minnesota [2] | 308.54 | With or without capital stock |
| Mississippi [1] | 79-17-7 | With or without capital stock |
| Mississippi [2] | 79-19-5 | With or without capital stock |
| Missouri [1] | 274.030 | Without capital stock |
| Montana [3] | 35-17-104 | With or without capital stock |
| Nebraska [2] | 21-1401 | Without capital stock |
| Nevada [1] | 81.020(1) | With or without stock |
| Nevada [2] | 81.180(2) | Shall not have or issue any capital stock |
| Nevada [3] | 81.420 | Shall not have capital stock |
| New Hampshire | 301:2 | With or without capital stock |

Table 15.01—Association finance—nonstock associations (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| New Jersey | 4:13-2 | With or without capital stock |
| New Mexico [1] | 53-4-5(G) | With or without capital stock |
| New Mexico [2] | 76-12-4 | With or without capital stock |
| New York | 10, 111 | With or without capital stock |
| North Carolina [2] | 54-131 | With or without capital stock |
| North Dakota | 10-15-05(4) | With or without capital stock, to be in articles |
| Ohio | 1729.05 | With or without capital stock |
| Oklahoma [1] | 332 | Organized without capital stock |
| Oklahoma [2] | 361 c | With or without capital stock |
| Oregon | 62.510(1)(d) | With or without membership stock |
| Pennsylvania [2] | 12104(4) | With or without capital stock |
| Rhode Island | 7-7-2 | With or without capital stock |
| South Carolina [2] | 33-47-70 | With or without capital stock |
| South Dakota | 47-15-4(4) | With or without capital stock |
| Tennessee | 43-16-104 | With or without capital stock |
| Texas [1] | 1396-50.01(8)(b)(7) | With or without shares of stock |
| Texas [3] | 5739 | With or without capital stock |
| Utah | 3-1-5-(g) | With or without capital stock |

| | | |
|----------------|--------------|--|
| Vermont | 993 | With or without capital stock |
| Virginia [2] | 13.1-316(d) | With or without capital stock |
| Washington [2] | 24.32.020 | With or without capital stock |
| West Virginia | 19-4-2 | With or without capital stock |
| Wisconsin | 185.05(1)(d) | With or without capital stock |
| | 185.11(1) | May be organized on membership basis without capital stock |
| Wyoming | 17-10-103 | With or without capital stock |

Table 15.02—Association finance—membership fee

| Statute | Section or article | Description |
|--------------|--------------------|---|
| STANDARD | 883f-10(g) | Permissive in bylaws, fees, collection, purposes for which used |
| Alabama [2] | 2-10-58(7) | Similar to Standard Act |
| Alaska | 10.15.350(4) | Must be stated in articles |
| Arizona | 10-706(A)(7) | Similar to Standard Act |
| Arkansas [2] | 77-910(g) | Similar to Standard Act |
| Arkansas [3] | 77-1010(h) | Similar to Standard Act |

Table 15.02—Association finance—membership fee (continued)

| Statute | Section or article | Description |
|--------------------|----------------------------|---|
| California [1] | 54118 | Similar to Standard Act |
| Colorado [1] | 7-55-103(j) | Permissive, bylaw provision, amount of membership fee |
| Colorado [2] | 7-56-111(g) | Similar to Standard Act |
| Colorado [3] | 7-57-103 | Permissive, bylaw provision, amount of membership fee |
| Florida [1] | 618.09(7) | Similar to Standard Act |
| Florida [2] | 619.06(4) | Similar to Standard Act |
| Georgia | 65-207(g) | Similar to Standard Act |
| Idaho | 22-2610(g) | Similar to Standard Act |
| Illinois [2] | 449(g) | Similar to Standard Act |
| Indiana | 15-7-1-9(h) | Similar to Standard Act |
| Iowa [2] | 498.4 | Must be stated in articles |
| Iowa [3] | 499.14 | Articles must specify issuing price of memberships |
| Kansas [2] | 17-1609(g) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(g) | Similar to Standard Act |
| Louisiana [1] | 78(8) | Similar to Standard Act |
| Louisiana [2] | 129(7) | Similar to Standard Act |
| Massachusetts [3] | 13 | Permissive, entrance fees |
| Minnesota [2] | 308.60(7) | Similar to Standard Act |
| Mississippi [1] | 79-17-19 | Permissive in bylaw for membership fees and dues |
| Mississippi [2] | 79-19-17(g) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(7) | Similar to Standard Act |
| Montana [3] | 35-17-106(g) | Similar to Standard Act |
| Nevada [1] | 81.090(5) | Permissive in bylaws for membership fee, if any |
| Nevada [2] | 81.200(1)(g), 81.230(4)(g) | Similar to Standard Act, and set forth in articles |
| Nevada [3] | 81.480(4) | Permissive in bylaws |
| New Hampshire | 301:11(V11) | Similar to Standard Act |
| New Jersey | 4:13-18(e) | Similar to Standard Act but mandatory |
| New Mexico [1] | 53-49(A) | Permissive in bylaws, method and terms of admissions |
| New Mexico [2] | 76-12-10(G) | Similar to Standard Act |
| North Carolina [2] | 54-136(7) | Similar to Standard Act |
| Ohio | 1729.11(G) | Similar to Standard Act |
| Oklahoma [2] | 361i(g) | Similar to Standard Act |
| Oregon | 62.510(1)(d) | Must be stated in articles |
| Rhode Island | 7-7-6(m) | Permissive in bylaws, any matter relative to members |
| South Carolina [2] | 33-47-810(7) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(g) | Similar to Standard Act |
| Vermont | 1001(6) | Similar to Standard Act |
| West Virginia | 19-4-8(g) | Similar to Standard Act |

Table 15.03.01—Association finance—stock associations—authorization

| Statute | Section or article | Description |
|----------------------|--------------------|-------------------------------|
| STANDARD | 883f-3 | With or without capital stock |
| Alabama [2] | 2-10-52 | With or without capital stock |
| Alabama [3] | 2-10-91 | With or without capital stock |
| Alaska | 10.15.045 | May issue stock |
| Arkansas [1] | 64-1507 | Stock mentioned |
| Arkansas [2] | 77-903 | With or without capital stock |
| Arkansas [3] | 77-1003 | With or without capital stock |
| California [1] | 54081(e),(f) | With or without capital stock |
| California [2] | 12402 | With or without capital stock |
| Colorado [1] | 7-55-102(f), (g) | With or without capital stock |
| Colorado [2] | 7-57-102 | With or without capital stock |
| Colorado [3] | 7-56-104 | With or without capital stock |
| Connecticut [1] | 33-187 | May issue stock |
| Delaware | 8508(13) | May issue capital stock |
| District of Columbia | 29.805(7) | With or without shares |
| Florida [1] | 618.04(6), (7) | With or without capital stock |
| Georgia | 65-202 | With or without capital stock |
| Hawaii | 421-4(7) | With or without capital stock |
| Idaho | 22-2603 | With or without capital stock |
| Illinois [1] | 306 | May issue stock |
| Illinois [2] | 447(g) | May issue stock |
| Indiana | 15-7-1-7(5), (6) | With or without capital stock |
| Iowa [1] | 497.15 | May issue stock |
| Iowa [3] | 499.40(6) | With or without capital stock |
| Kansas [1] | 17-1502 | May issue stock |
| Kansas [2] | 17-1603(a) | With or without capital stock |
| Kentucky [2] | 272.121(1) | With or without capital stock |
| Louisiana [1] | 73 | With or without capital stock |
| Louisiana [2] | 123 | With or without capital stock |
| Maine | 1821 | With or without capital stock |
| Maryland | 5-503(b) | With or without capital stock |
| Massachusetts [1] | 1 | May issue stock |
| Massachusetts [2] | 4 | May issue stock |
| Minnesota [1] | 308.06(2) | With or without capital stock |
| Minnesota [2] | 308.54 | With or without capital stock |
| Mississippi [1] | 79-17-7 | With or without capital stock |

Table 15.03.01—Association finance—stock associations—associations—authorization (continued)

| Statute | Section or article | Description |
|--------------------|-------------------------|---|
| Mississippi [2] | 79-19-5 | With or without capital stock |
| Missouri [2] | 357.040 | May issue stock |
| Montana | 35-15-401 | May issue stock |
| Montana [3] | 35-17-104 | With or without capital stock |
| Nebraska [1] | 21-1302(2) | May issue stock |
| Nevada [1] | 81.020(1) | With or without capital stock |
| New Hampshire | 301:2 | With or without capital stock |
| New Jersey | 4:13-2 | With or without capital stock |
| New Mexico [1] | 53-4-5(G) | With or without shares, to be in articles |
| New Mexico [2] | 76-12-4 | With or without capital stock |
| New York | 10,111 | With or without capital stock |
| North Carolina [1] | 54-119 | May issue stock |
| North Carolina [2] | 54-131 | With or without capital stock |
| North Dakota | 10-15-05(4) | With or without capital stock |
| Ohio | 1729.05 | With or without capital stock |
| Oklahoma [2] | 361c | With or without capital stock |
| Oregon | 62.510(1)(d) | With or without membership stock |
| Pennsylvania [1] | 12004 | May issue stock |
| Pennsylvania [2] | 12104(4) | With or without capital stock |
| Rhode Island | 7-7-2 | With or without capital stock |
| South Carolina [1] | 33-45-80 | May issue capital stock |
| South Carolina [2] | 33-47-70 | With or without capital stock |
| South Dakota | 47-15-4(4) | With or without capital stock |
| Tennessee | 43-16-104 | With or without capital stock |
| Texas [1] | 1396-50.01(8)(b)(7) | With or without shares |
| Texas [3] | 5739 | With or without capital stock |
| Utah | 3-1-5(g) | With or without capital stock |
| Vermont | 993 | With or without capital stock |
| Virginia [2] | 13.1-316(d) | With or without capital stock |
| Washington [2] | 24.32.020 | With or without capital stock |
| West Virginia | 19-4-2 | With or without capital stock |
| Wisconsin | 185.05(1)(d), 185.11(1) | With or without capital stock |
| Wyoming | 17-10-103 | With or without capital stock |

Table 15.03.02—Association finance—stock associations—amount of stock

| Statute | Section or article | Description |
|--------------|--------------------|--|
| STANDARD | 883f-8(g) | Amount set forth in articles |
| Alabama [1] | 2-10-56 | Amount set forth in articles |
| Alabama [2] | 2-10-98 | Amount set forth in articles |
| Alaska | 10.15.350(5) | Number of shares set forth in articles |
| Arkansas [1] | 64-1504 | Amount set forth in articles |
| Arkansas [2] | 77-908(g) | Amount set forth in articles |

Table 15.03.02—Association finance—stock associations—amount of stock (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Arkansas [3] | 77-1008(g) | Amount set forth in articles |
| California [1] | 54081(f) | Aggregate par value of all shares set forth in articles |
| California [2] | 12402 | Aggregate par value of all shares set forth in articles |
| Colorado [1] | 7-55-102(f) | Amount set forth in articles |
| Colorado [2] | 7-56-109(g) | Amount set forth in articles |
| Colorado [3] | 7-57-102 | Amount set forth in articles |
| Connecticut [1] | 33-186 | Shall be fixed by articles not exceeding \$500,000 |
| Delaware | 8503(5) | Amount set forth in articles |
| District of Columbia | 29-805(8) | Amount set forth in articles |
| Florida [1] | 618.04(7) | Amount set forth in articles |
| Georgia | 65-203(g) | Amount set forth in articles |
| Hawaii | 421-1(7) | Total authorized number of par value shares set forth in articles |
| Idaho | 22-2608(f) | Amount set forth in articles |
| Illinois [2] | 447(g) | Amount set forth in articles |
| Indiana | 15-7-1-7(a)(b) | Total number of shares which the association may issue set forth in articles |
| Iowa [1] | 497.2 | Amount set forth in articles |
| Iowa [3] | 499.40(6)(a) | Authorized number of shares set forth in articles |
| Kansas [1] | 17-1506 | Amount set forth in articles |
| Kansas [2] | 17-1607(g) | Amount set forth in articles |
| Kentucky [2] | 272.131(7) | Amount set forth in articles |
| Louisiana [1] | 76(6) | Amount set forth in articles |
| Louisiana [2] | 127(6) | Amount set forth in articles |
| Maine | 1823(7) | Total authorized number of par value shares set forth in articles |
| Maryland | 5-505(b)(iii) | Aggregate par value of all shares set forth in articles |
| Massachusetts [2] | 4 | Not less than \$100 nor more than \$5 million |
| Minnesota [1] | 308.06(2)(3) | Total authorized number of shares set forth in articles |
| Minnesota [2] | 308.58(7) | Amount set forth in articles |
| Mississippi [1] | 79-17-23 | Amount set forth in articles |
| Mississippi [2] | 79-19-13(g) | Amount set forth in articles |
| Missouri [2] | 357.020 | Amount set forth in articles |
| Montana [1] | 35-15-201(1)(b) | Articles must set forth association's stock |
| Nevada [1] | 81.040(5) | Amount set forth in articles |
| New Hampshire | 301:4(VII) | Amount set forth in articles |
| New Jersey | 4:13-4(f) | Total authorized capital stock set forth in articles |
| New Mexico [1] | 53-4-5(H) | Amount of authorized capital set forth in articles |

Table 15.03.02—Association finance—stock associations—amount of stock (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| New Mexico [2] | 76-12-7(H) | Amount set forth in articles |
| New York | 11(8) | Total amount set forth in articles |
| North Carolina [1] | 54-113 | Amount authorized in articles |
| North Carolina [2] | 54-134(7) | Amount set forth in articles |
| Ohio | 1729.06(F) | Amount set forth in articles |
| Oklahoma [2] | 361f(h) | Amount set forth in articles |
| Pennsylvania [1] | 12003(IV) | Amount set forth in articles, if fixed amount |
| Pennsylvania [2] | 12110(4) | Total authorized capital stock set forth in articles |
| Rhode Island | 7-7-3(5) | Amount set forth in articles |
| South Carolina [1] | 33-45-40(5) | Amount set forth in articles |
| South Carolina [2] | 33-47-210(7) | Amount authorized in articles |
| South Dakota | 47-16-21 | Amount stated in articles |
| Tennessee | 43-16-110 | Amount set forth in articles |
| Texas [1] | 1396-50.01(8)(b)(8) | Amount set forth in articles |
| Texas [3] | 5744(g) | Amount set forth in articles |
| Utah | 3-1-5(g) | Total authorized number of shares in articles |
| Vermont | 995(7) | Amount set forth in articles |
| Washington [1] | 23.86.050(5) | Amount set forth in articles |
| Washington [2] | 24.32.070(7) | Amount set forth in articles |
| West Virginia | 19-4-6(g) | Total number of shares set forth in articles |

| | | |
|-----------|----------------------|--|
| Wisconsin | 185.21(1) | May issue amount of stock stated in articles |
| Wyoming | 17-10-105(a)(iii)(B) | Amount set forth in articles |

Table 15.04.01—Association finance—membership stock—subscription

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|--------------|--------------------|
| Alaska | 10-15-085 | South Dakota | 47-16-29 |
| North Dakota | 10-15-22 | Wisconsin | 185.22 |
| Oregon | 62.205 | | |

Table 15.04.02—Association finance—membership stock—payment from refunds

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [2] | 12805(c) | At least 50 percent must be applied toward purchase |
| District of Columbia | 29-831 | Application to purchase of stock |
| Hawaii | 421-11(c) | May apply to purchase of membership, 2 years |
| Iowa [3] | 499.32 | May apply to purchase of membership, 2 years |
| Maine | 1912(3) | May apply to purchase of membership, 6 years |
| Maryland | 5-525(b)(3) | May be applied toward membership fee, stock |
| Massachusetts [2] | 6(4) | May be credited toward the purchase of stock |
| Minnesota [1] | 308.12(1) | May be credited toward value of membership share or certificate |
| Mississippi [1] | 79-17-25 | May be applied toward membership fee |
| New Jersey | 4:13-32, 33 | May be applied toward membership fee, stock |

Table 15.04.02—Association finance—membership stock—payment from refunds (continued)

| Statute | Section or article | Description |
|--------------------|-----------------------|--|
| New Mexico [1] | 53-4-31(D)(2) | May be credited toward capital stock purchase |
| New Mexico [2] | 76-12-12(D) | May be credited toward membership certificate, share of common stock |
| New York | 72 | May be credited toward capital stock purchase |
| North Carolina [2] | 54-126 | May be credited toward capital stock |
| Oklahoma [2] | 3611(d) | May apply to purchase of membership, 2 years |
| Pennsylvania [1] | 12015(V1) | May be credited toward purchase of stock |
| Pennsylvania [2] | 12126(a) | May apply to purchase of membership |
| South Carolina [1] | 33-45-180(4)(b) | May be credited toward capital stock purchase |
| Texas [1] | 1396-50.01(34)(a) | May be credited to capital subscription |
| Utah | 3-1-11(c) | May apply to purchase of membership, 2 years |
| Virginia [2] | 13.1-322(e) | Bylaws may provide credit toward purchase of membership |
| Wyoming | 17-10-115(a), -116(a) | May apply to purchase of membership, 2 years |

Table 15.04.03—Association finance—membership stock—form of payment

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-14 | Promissory note in full or partial payment |
| Alabama [2] | 2-10-62 | Promissory note in full or partial payment |
| Alaska | 10.15.060 | Cash or property valued by board |
| Arkansas [2] | 77-914 | Promissory note in full or partial payment |
| Arkansas [3] | 77-1014 | Promissory note in full or partial payment |
| California [1] | 54235 | Promissory note in full or partial payment |
| Colorado [2] | 7-56-116(2) | Promissory note in full or partial payment |
| Connecticut [1] | 33-191 | Paid in cash |
| Florida [1] | 618.15 | Promissory note in full or partial payment |
| Georgia | 65-206 | Promissory note in full or partial payment |
| Idaho | 22-2614 | Promissory note in full or partial payment |
| Illinois [1] | 316, 322 | Paid partly in cash, but must be paid within 1 year |
| Illinois [2] | 454.2 | Promissory note in full or partial payment |
| Indiana | 15-7-1-13(a) | Promissory note in full or partial payment |
| Iowa [1] | 497.15 | Partly paid in cash as prerequisite for voting rights |
| Iowa [3] | 499.16 | Part payment in cash, balance covered by note |
| Kansas [2] | 17-1613 | Promissory note in full or partial payment |
| Kentucky [2] | 272.201(2) | Promissory note in full or partial payment |
| Louisiana [2] | 133 | Promissory note in full or partial payment |
| Minnesota [1] | 308.07(2) | Payment in cash or its equivalent |
| Minnesota [2] | 308.65 | Promissory note in full or partial payment |

Table 15.04.03—Association finance—membership stock—form of payment (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [1] | 79-17-23 | Cash, property or services fairly equal to par value |
| Montana [1] | 35-15-401(1) | May be paid in installments |
| Montana [3] | 35-17-302(2) | Promissory note in full or partial payment |
| New Hampshire | 301:26 | Promissory note in full or partial payment |
| New Jersey | 4:13-23 | Promissory note in full or partial payment |
| New York | 40 | Promissory note in full or partial payment |
| North Carolina [2] | 54-148(b) | Promissory note in full or partial payment |
| North Dakota | 10-15-21 | Money, labor done, property valued by board |
| Ohio | 1729.10(B) | Promissory note in full or partial payment |
| Oregon | 62.175(3) | Cash or property valued by board |
| Pennsylvania [1] | 12004 | One sum, periodic installments, subscription, dividends |
| Pennsylvania [2] | 12114(b) | Promissory note in full or partial payment |
| South Carolina [1] | 33-45-60 | Labor or property; money to be paid if not delivered |
| South Carolina [2] | 33-47-610 | Promissory note in full or partial payment |
| South Dakota | 47-16-27 | Money, labor done, property valued by board |
| Tennessee | 43-16-124 | Promissory note in full or partial payment |
| Texas [3] | 5750 | Promissory note in full or partial payment |
| Vermont | 1015 | Promissory note in full or partial payment |

| | | |
|----------------|--------------|--|
| Virginia [2] | 13.1-322(a) | Promissory note in full or partial payment |
| | 13.1-322(g) | Money, notes, patronage refunds at par value |
| Washington [2] | 24.32.160 | Promissory note in full or partial payment |
| West Virginia | 19-4-13 | Promissory note in full or partial payment |
| Wisconsin | 185.21(4) | Money, labor done, property valued by board |
| Wyoming | 17-10-110(b) | Promissory note in full or partial payment |

Table 15.04.04—Association finance—membership stock—issuance

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------|--------------------|
| STANDARD | 883f-14 | Georgia | 65-206 |
| Alabama [2] | 2-10-62 | Hawaii | 421-11(a) |
| Alaska | 10.15.060 | Idaho | 22-2614 |
| Arkansas [2] | 77-914 | Illinois [1] | 316 |
| Arkansas [3] | 77-1014 | Illinois [2] | 454.2 |
| California [1] | 54235 | Indiana | 15-7-1-13(a) |
| California [2] | 12801 | Iowa [1] | 497.15 |
| Colorado [2] | 7-56-116(2) | Iowa [3] | 499.16 |
| Connecticut (1) | 33-191 | Kansas [2] | 17-1613 |
| District of Columbia | 29-825 | Kentucky [2] | 272.201(2) |
| Florida [1] | 618.15 | | |

Table 15.04.04—Association finance—membership stock—issuance (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Louisiana [2] | 133 | Oregon | 62.175(3) |
| Maine | 1912(1) | Pennsylvania [1] | 12004 |
| Maryland | 5-509 | | |
| Minnesota [1] | 308.07(2) | Pennsylvania [2] | 12114(b) |
| Minnesota [2] | 308.65 | South Carolina [2] | 33-47-610 |
| | | South Dakota | 47-16-27 |
| Mississippi [1] | 79-17-23 | Tennessee | 43-16-124 |
| Mississippi [2] | 79-19-25 | Texas [1] | 1396-50.01(28)(a) |
| Montana [3] | 35-17-302(2) | | |
| New Hampshire | 301:26 | Texas [3] | 5750 |
| New Jersey | 4:13-23 | Utah | 3-1-11(a) |
| | | Vermont | 1015 |
| New Mexico [1] | 53-4-25 | Virginia [1] | 13.1-305 |
| New Mexico [2] | 76-12-12(B) | Virginia [2] | 13.1-322(a) |
| New York | 40 | | |
| North Carolina [1] | 54-119 | Washington [1] | 23.86.110 |
| North Carolina [2] | 54-148(b) | Washington [2] | 24.32.160 |
| | | West Virginia | 19-4-13 |
| North Dakota | 10-15-21 | Wisconsin | 185.21(4) |
| Ohio | 1729.10(B) | Wyoming | 17-10-110(b) |
| Oklahoma [2] | 361k(b) | | |

Table 15.04.05—Association finance—membership stock—lien on stock

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-14 | Minnesota [2] | 308.65 |
| | | Montana [3] | 35-17-302(2) |
| Alabama [2] | 2-10-62 | | |
| Arkansas [2] | 77-914 | New Hampshire | 301:26 |
| Arkansas [3] | 77-1014 | New York | 40 |
| California [1] | 54235 | North Carolina [2] | 54-148(b) |
| Colorado [2] | 7-56-116(2) | Ohio | 1729.10(B) |
| | | Pennsylvania [2] | 12114(b) |
| Florida [1] | 618.15 | | |
| Georgia | 65-206 | South Carolina [2] | 33-47-610 |
| Idaho | 22-2614 | Tennessee | 43-16-124 |
| Illinois [2] | 454.2 | Texas [3] | 5750 |
| Indiana | 15-7-1-13(a) | Vermont | 1015 |
| | | Virginia [2] | 13.1-322(a) |
| Kansas [2] | 17-1613 | | |
| Kentucky [2] | 272.201(2) | West Virginia | 19-4-13 |
| Louisiana [2] | 133 | Wyoming | 17-10-110(b) |

Table 15.04.06—Association finance—membership stock—limits on ownership

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-14 | Limit of one-twentieth, bylaws may provide less |
| Alabama [2] | 2-10-62 | Limit of 20 percent of common stock, bylaws may provide less |
| Alabama [3] | 2-10-98 | Limit of 20 percent of common stock |
| Arkansas [1] | 64-1509 | Limit of 10 percent of capital stock |
| Arkansas [2] | 77-914 | Limit of one-twentieth of common stock, bylaws may provide less |
| Arkansas [3] | 77-1015 | Limit of one-twentieth of common stock, fewer than 20 then 1 only, bylaws may provide less |
| California [1] | 54236 | Bylaws may limit amount of common stock owned |
| California [2] | 12403 | Limit, if any, must be stated in articles |
| Colorado [1] | 7-55-107(g) | Association has power to adopt bylaws limiting stock ownership |
| Colorado [2] | 7-56-116(4) | Bylaws may limit amount of common stock owned |
| Delaware | 8508(13) | Limit of 5 percent of common stock |
| District of Columbia | 29-805(10) | Articles must limit |
| Florida [1] | 618.15 | Limit of one-third, bylaws may provide less, member associations excepted |
| Georgia | 65-206 | Limit of 20 percent of common stock, bylaws may provide less |
| Hawaii | 421-10(b) | Articles may limit ownership of common stock |
| Idaho | 22-2614 | Limit of one-twentieth of common stock, bylaws may provide less |
| Illinois [1] | 306, 313 | No more than 5 shares or \$500 of capital stock |
| Illinois [2] | 454.4 | Limit of one-twentieth of common stock, bylaws may provide less |
| Indiana | 15-7-1-13(c) | May be fixed in articles or bylaws |
| Kansas [1] | 17-1502, 1511 | Limit of 5 pct. of total cap. stock, also applies to member association |
| Kansas [2] | 17-1613 | Limit of 20 pct. of common stock, bylaws may provide less, member assn. excepted |
| Kentucky [2] | 272.201(4) | Limit of 49 pct. of voting stock for member assn., bylaws may provide less |
| Louisiana [2] | 133 | Limit of one-tenth of the common stock, bylaws may provide less |
| Maine | 1911(2) | Articles may limit |
| Maryland | 5-508(a)(3) | Association may limit shares of stock one member may own |
| Massachusetts [1] | 2 | Limit of \$1,000 on shares owned |
| Massachusetts [2] | 4 | Limit of one-tenth total issued and outstanding stock |
| Michigan | 21-102 | Limits may be fixed in articles or bylaws |
| Minnesota [2] | 308.65 | Limit of one-twentieth of common stock, bylaws may provide less |
| Mississippi [2] | 79-19-25 | Limit of one-twentieth common, and one-twentieth of preferred stock, bylaws may provide less |
| Missouri [2] | 357.050 | Limit of 10 percent aggregate of all shares |
| Montana [1] | 35-15-202 | Limit of one share of common stock per member |
| Montana [3] | 35-17-302(3) | Limit of one-twentieth of common stock, bylaws may provide less |
| Nebraska [1] | 21-1303(3) | Association has power to limit |
| New Mexico [2] | 51-15-5(10) | Articles may provide limit |
| North Carolina [1] | 54-120 | Limit of 20 percent paid-in capital stock |

Table 15.04.06—Association finance—membership stock—limits on ownership (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| North Carolina [2] | 54-148(d) | May fix or limit stock per member in bylaws |
| Ohio | 1729.10(E) | Limit of one-twentieth of common stock, bylaws may provide less |
| Pennsylvania [1] | 12006 | Limit of \$1,000, members may increase limit by vote |
| South Carolina [1] | 33-45-90 | Limit of one-fifth of capital stock |
| South Carolina [2] | 33-47-650 | Limit of one-twentieth of issued common stock, bylaws may provide less than one-twentieth |
| Texas [3] | 5750 | Limit of one-twentieth of issued common stock, bylaws may provide less |
| Utah | 3-1-10(b) | Limit of 1 share of voting stock |
| Virginia [1] | 13.1-302 | Limit of \$1,000 par value shares |
| Virginia [2] | 13.1-321(b) | Articles may limit voting stock |
| Washington [1] | 23.86.110, 140 | Limit of one-fifth assn. stock, also for member assn. with modification |
| Washington [2] | 24.32.160 | Limit of 10 percent of common stock, bylaws may provide less |
| West Virginia | 19-4-13 | Bylaws may limit |
| Wyoming | 17-10-110(d) | Limit of 20 percent of common stock, bylaws may provide less |

Table 15.04.07—Association finance—membership stock—limits on transfer

| Statute | Section or article | Description |
|----------------------|--------------------|-----------------------------------|
| STANDARD | 883f-14 | Limited transfer |
| Alabama [2] | 2-10-62 | Limited transfer for common stock |
| Alabama [3] | 2-10-98 | Limited transfer |
| Alaska | 10.15.050, 055 | Association may limit transfer |
| Arkansas [2] | 77-914 | Limited transfer |
| California [1] | 54237 | Limited transfer |
| Colorado [1] | 7-55-107(e) | Association may limit transfer |
| Colorado [2] | 7-56-116(b) | Limited transfer |
| Delaware | 8531 | Limited transfer |
| District of Columbia | 29-826 | Limited transfer |
| Florida [1] | 618.15 | Limited transfer |
| Georgia | 65-206, 228 | Limited transfer |
| Idaho | 22-2614 | Limited transfer |
| Illinois [1] | 327 | Limited transfer |
| Illinois [2] | 454.6 | Limited transfer |
| Indiana | 15-7-1-13(e) | Limited transfer |

Table 15.04.07—Association finance—membership stock—limits on transfer (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--------------------------------|
| Iowa [3] | 499.17 | Limited transfer |
| Kansas [2] | 17-1613 | Limited transfer |
| Kentucky [2] | 272.201(8) | Limited transfer |
| Louisiana [1] | 75, 82 | Limited transfer |
| Louisiana [2] | 126, 133 | Limited transfer |
| Maryland | 5-508(c) | Association may limit transfer |
| Michigan | 21-103 | Association may limit transfer |
| Minnesota [1] | 308.06(2)(5) | Limited transfer |
| Minnesota [2] | 308.65 | Limited transfer |
| Mississippi [1] | 79-17-23 | Limited transfer |
| Mississippi [2] | 79-19-25 | Limited transfer |
| Montana [1] | 35-15-403 | Limited transfer |
| Montana [3] | 35-17-302(4) | Limited transfer |
| Nebraska [1] | 21-1303(1) | Association may limit transfer |
| New Hampshire | 301:30 | Limited transfer |
| New Jersey | 4:13-23 | Limited transfer |
| New Mexico [1] | 53-4-26 | Limited transfer |
| New Mexico [2] | 76-12-12(E) | Limited transfer |
| New York | 40 | Limited transfer |
| North Carolina [1] | 54-120 | Limited transfer |
| North Carolina [2] | 54-148(g) | Limited transfer |
| North Dakota | 10-15-20(2) | Limited transfer |
| Ohio | 1729.10(I) | Limited transfer |
| Oklahoma [2] | 361k(c) | Limited transfer |
| Oregon | 62.175(2) | Association may limit transfer |
| Pennsylvania [1] | 12004 | Transfer according to bylaws |
| Pennsylvania [2] | 12115(a) | Limited transfer |
| Rhode Island | 7-7-12 | Limited transfer |
| South Carolina [2] | 33-47-650 | Limited transfer |
| South Dakota | 47-16-22 | Limited transfer |
| Tennessee | 43-16-128 | Limited transfer |
| Texas [1] | 1396-50.01(29) | Transfer according to bylaws |
| Texas [3] | 5750 | Limited transfer |
| Virginia [2] | 13.1-322(c) | Limited transfer |
| Washington [2] | 24.32.160 | Limited transfer |
| West Virginia | 19-4-13 | Limited transfer |
| Wisconsin | 185.21(2) | Limited transfer |
| Wyoming | 17-10-110(f) | Limited transfer |

Table 15.05.01—Association finance—preferred stock—specific reference

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-14 | May issue preferred stock |
| Alabama [2] | 2-10-62 | May issue preferred stock |
| Alaska | 10.15.045 | Shares may be divided into classes |
| Arkansas [2] | 77-914 | May issue preferred stock |
| Arkansas [3] | 77-1014 | May issue preferred stock |
| Colorado [2] | 7-56-116(6) | May issue preferred stock |
| Delaware | 8508(14) | May issue preferred stock |
| Florida [1] | 618.15 | May issue preferred stock to members and nonmembers |
| Georgia | 65-206 | May issue preferred stock |
| Hawaii | 421-11(e) | May issue preferred stock to members and nonmembers |
| Idaho | 22-2614 | May issue preferred stock |
| Illinois [2] | 454.6 | May issue preferred stock to members and nonmembers |
| Indiana | 15-7-1-13(j) | Classes of stock noted |
| Iowa [3] | 499.22 | May divide shares into common and preferred stock |
| Kansas [3] | 17-1613 | May issue preferred stock |
| Kentucky [2] | 272.201(7) | May issue preferred stock |
| Louisiana [2] | 133 | May issue preferred stock |
| Maine | 1912(5) | May issue preferred stock to members and nonmembers |
| Minnesota [2] | 308.65 | May issue preferred stock to members and nonmembers |
| Mississippi [1] | 79-17-23 | May issue preferred stock |
| Missouri [2] | 357.040 | By unanimous agreement may have both preferred and common stock |
| Montana [2] | 35-15-401(2) | May have common and preferred stock |
| Nevada [1] | 81.040(5) | May issue preferred stock |
| New Hampshire | 301:29 | May issue preferred stock to members and nonmembers |
| New Mexico [2] | 76-12-12(E) | May issue preferred stock to members and nonmembers |
| New York | 10 | May issue different classes of stock to members and nonmembers |
| North Carolina [1] | 54-134(7), 148(f) | May issue preferred stock |
| North Dakota | 10-15-20(1) | May issue preferred stock |
| Ohio | 1729.10(H) | May issue preferred stock to any person |
| Oklahoma [2] | 361k(d) | May issue preferred stock to members and nonmembers |
| Oregon | 62.175(1) | Shares may be divided into classes |
| Pennsylvania [2] | 12114(a) | May issue preferred stock to any person |
| South Carolina [2] | 33-47-620 | May issue preferred stock |
| South Dakota | 47-15-4(6) | Shares may be divided into classes |
| Tennessee | 43-16-111, 127 | May be divided into preferred and common stock |
| Texas [3] | 5750 | May issue preferred stock |

Table 15.05.01—Association finance—preferred stock—specific reference (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Utah | 3-1-5(g) | May issue preferred stock to members and nonmembers |
| Vermont | 995(8) | May issue preferred stock |
| Virginia [2] | 13.1-322(g) | May issue nonvoting stock to members and nonmembers |
| Washington [2] | 24.32.070(7), 160 | May issue preferred stock |
| West Virginia | 19-4-13 | May issue preferred stock |
| Wisconsin | 185.21(1), (2) | Stock may be divided into 2 or more classes, issued to any person |
| Wyoming | 17-10-110(g) | May issue preferred stock |

Table 15.05.02—Association finance—preferred stock—preferences

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-8 | Articles must state preferences and privileges |
| Alabama [2] | 2-10-56 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | Similar to Standard Act |
| Alaska | 10.15.045 | Preferences, limitations and relative rights to be in articles |
| Arkansas [2] | 77-908(g) | Similar to Standard Act |
| Arkansas [3] | 77-1008(g) | Similar to Standard Act |
| California [1] | 54081(f) | Similar to Standard Act |
| California [2] | 12404 | Similar to Standard Act |
| Colorado [2] | 7-56-109(g) | Similar to Standard Act |

| | | |
|----------------------|----------------|---|
| District of Columbia | 29-805(8) | Similar to Standard Act |
| Florida [1] | 618.04(7) | Similar to Standard Act |
| Georgia | 65-203(g) | Similar to Standard Act |
| Hawaii | 421-4(7) | Similar to Standard Act |
| Idaho | 22-2608(f) | Similar to Standard Act |
| Illinois [1] | 305(f) | Similar to Standard Act |
| Illinois [2] | 447(g) | Similar to Standard Act |
| Indiana | 15-7-1-7(a)(b) | Similar to Standard Act |
| Iowa [3] | 499.40(6)(a) | Similar to Standard Act |
| Kansas [2] | 17-1607(g) | Similar to Standard Act |
| Kentucky [2] | 272.131(7) | Similar to Standard Act |
| Louisiana [1] | 76(6) | Similar to Standard Act |
| Louisiana [2] | 127(6) | Similar to Standard Act |
| Maine | 1823(7) | Similar to Standard Act |
| Minnesota [1] | 308.06(2)(3) | Similar to Standard Act |
| Minnesota [2] | 308.58(7) | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | Articles must state particulars as to stock classes |
| Mississippi [2] | 79-19-13(g) | Similar to Standard Act |
| Nevada [1] | 81.040(5) | Similar to Standard Act |
| New Hampshire | 301:4(VIII) | Similar to Standard Act |
| New Jersey | 4:13-4(f) | Similar to Standard Act |
| New Mexico [1] | 53-4-8(H) | Similar to Standard Act |

Table 15.-5.02—Association finance—preferred stock—preferences (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|--|
| New Mexico [2] | 76-12-7(H) | Similar to Standard Act |
| New York | 11(8) | Articles must state designations, preferences, privileges |
| North Carolina [2] | 54-134(7) | Similar to Standard Act |
| North Dakota | 10-15-05(6) | Preferences, limitations and relative rights to be in articles |
| Ohio | 1729.06(F) | Similar to Standard Act |
| Oklahoma [2] | 361f(h) | Similar to Standard Act |
| Oregon | 62.175(1) | Preferences, limitations and relative rights to be in articles |
| Pennsylvania [2] | 12110(4) | Similar to Standard Act |
| Rhode Island | 7-7-3(5) | Articles to state description of classes, terms of creation |
| South Carolina [2] | 33-47-210(7) | Similar to Standard Act |
| South Dakota | 47-15-4(6), 21 | Preferences, limitations and relative rights to be in articles |
| Tennessee | 43-16-111 | Similar to Standard Act |
| Texas [1] | 1396-50.01(8)(b)(8) | Similar to Standard Act |
| Texas [3] | 5744(g) | Similar to Standard Act |
| Utah | 3-1-5(g) | Similar to Standard Act |
| Vermont | 995(8) | Similar to Standard Act |
| Virginia [2] | 13.1-316(d) | Articles must give description of capital stock |
| Washington [2] | 24.32.070(7) | Similar to Standard Act |
| West Virginia | 19-4-6(g) | Similar to Standard Act |
| Wisconsin | 185.21(1) | Preferences, limitations and relative rights to be in articles |

Table 15.05.03—Association finance—preferred stock—modifying rights

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.375 | Nonvoting shareholder may vote on articles amendment |
| District of Columbia | 29-807 | Two-thirds preferred shareholder approval for amending article preferences |
| Hawaii | 421-11(e) | Two-thirds preferred shareholder consent for amending article preferences |
| Maine | 1825(1), 1828(1) | Two-thirds preferred shareholder consent for amending article preferences |
| Maryland | 5-506(2) | Two-thirds preferred shares consent for amending articles preferences |
| Minnesota [1] | 308.07(1) | Classes of stock may be altered at regular or special meetings |
| New Hampshire | 301:5 | Two-thirds preferred share consent for amending article preferences |
| New Mexico [1] | 53-4-7 | Two-thirds preferred shareholder vote for amending article preferences |
| New York | 12, 111 | Two-thirds preferred shareholder approval for amending article preferences |
| Oregon | 62.560 | Nonvoting shareholder may vote on article amendment |
| Pennsylvania [2] | 12120(a) | Two-thirds preferred shareholder approval for amending article preferences |
| Utah | 3-1-7(a), 11(e) | Majority preferred shareholder consent for amending article preferences |
| Virginia [1] | 13.1-301.1 | Two-thirds preferred shareholder consent for amending article preferences |
| Virginia [2] | 13.1-318 | Two-thirds shareholder consent for amending article preferences |
| Wisconsin | 185.52 | Nonvoting shareholders may vote on article amendment |

Table 15.05.04—Association finance—preferred stock—limits on transfer

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Alaska | 10.15.055 | Nonmembership stock freely transferable unless articles restrict |
| Iowa [3] | 499.24 | Transferable without regard to membership eligibility |
| Maryland | 5-508(c) | Restrictions must appear in charter and on certificate |
| Michigan | 21.103 | Association may limit transfer of any stock |
| Minnesota [1] | 308.06(2)(5) | Shares transferred only with board approval |
| Mississippi [1] | 79-17-23 | Voting preferred stock transferable only to producers |
| Mississippi [2] | 79-19-17 | Voting preferred stock transferable only to producers |
| Nebraska [1] | 21-1303(1) | Association may limit transfer |
| North Dakota | 10-15-20(2) | Nonmembership stock transferable unless articles restrict |
| Oregon | 62.175(2) | Nonmembership stock freely transferable unless bylaws limit |
| Pennsylvania [2] | 12115(c) | Limited transfer of preferred stock |
| South Dakota | 47-16-22 | Nonmembership stock transferable unless articles restrict |
| Wisconsin | 185.21(2)(b) | Nonmembership stock transferable unless articles restrict |

Table 15.06.01—Association finance—shares of stock—number of shares

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-8(g) | Illinois [1] | 305(r) |
| | | Illinois [2] | 447(g) |
| | | Indiana | 15-7-1-7(a)(b) |
| Alabama [2] | 2-10-56 | Iowa [1] | 497.2 |
| Alabama [3] | 2-10-98 | Iowa [3] | 499.40(6)(a) |
| Alaska | 10.15.350(5) | Kansas [1] | 17-1506 |
| Arkansas [1] | 64-1504 | Kansas [2] | 17-1607(g) |
| Arkansas [2] | 77-908(g) | Kentucky [2] | 272.131(7) |
| Arkansas [3] | 77-1008(g) | Louisiana [1] | 76(6) |
| California [1] | 54081(f) | Louisiana [2] | 127(6) |
| California [2] | 12402, 4 | Maine | 1823(7) |
| Colorado [1] | 7-55-102(f) | Maryland | 5-505(b)(i) |
| Colorado [2] | 7-56-109(g) | Minnesota [1] | 308.06(2)(3) |
| Colorado [3] | 7-57-102 | Minnesota [2] | 308.58(7) |
| Delaware | 8503(5) | Mississippi [2] | 79-19-13(g) |
| District of Columbia | 29-805(7) | Missouri [2] | 357.020 |
| Florida [1] | 618.04(7) | Nevada [1] | 81.040(5) |
| Georgia | 65-203(g) | New Hampshire | 301:4(VII) |
| Hawaii | 421-4(7) | | |
| Idaho | 22-2608(f) | | |

Table 15.06.01—Association finance—shares of stock—number of shares (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|----------------------|
| New Jersey | 4:13-4(f) | South Carolina [2] | 33-47-210(7) |
| New Mexico [1] | 53-4-5(H) | South Dakota | 47-15-4(b) |
| New Mexico [2] | 76-12-7(H) | | |
| New York | 11(8) | Tennessee | 43-16-110(g) |
| North Carolina [1] | 54-113 | Texas [1] | 1396-50.01(8)(b)(8) |
| | | Texas [3] | 5744(g) |
| North Carolina [2] | 54-134(7) | Utah | 3-1-5(g) |
| North Dakota | 10-15-05(6) | Vermont | 995(7) |
| Ohio | 1729.06(F) | | |
| Oklahoma [2] | 361f(h) | Washington [1] | 23.86.050(5) |
| Oregon | 62.510(1)(e) | Washington [2] | 24.32.070(7) |
| | | West Virginia | 19-4-6(g) |
| Pennsylvania [2] | 12110(4) | Wisconsin | 185.05(1)(f) |
| Rhode Island | 7-7-3(5) | Wyoming | 17-10-105(a)(iii)(B) |
| South Carolina [1] | 33-45-40(6) | | |

Table 15.06.02—Association finance—shares of stock—value per share

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|--------------------|--------------------|
| Illinois [1] | 306 | Pennsylvania [1] | 12004 |
| Illinois [2] | 447(g) | South Carolina [1] | 33-45-80 |
| Montana [1] | 35-15-401 | | |

Table 15.06.03—Association finance—shares of stock—par value

| Statute | Section or article | Description |
|----------------------|--------------------|------------------------------------|
| STANDARD | 883f-8(g) | Must be stated in articles |
| Alabama [2] | 2-10-56 | Must be stated in articles |
| Alabama [3] | 2-10-98 | Must be stated in articles |
| Alaska | 10.15.060, 350(5) | Must be stated in articles, if any |
| Arkansas [1] | 64-1504 | Must be stated in articles |
| Arkansas [2] | 77-908(g) | Must be stated in articles |
| Arkansas [3] | 77-1008(g) | Must be stated in articles |
| California [1] | 54081(f) | Must be stated in articles, if any |
| California [2] | 12402, 4 | Must be stated in articles, if any |
| Colorado [1] | 7-55-102(f) | Must be stated in articles |
| Colorado [2] | 7-56-109(g) | Must be stated in articles |
| Colorado [3] | 7-57-102 | Must be stated in articles |
| Delaware | 8503(5) | Must be stated in articles |
| District of Columbia | 29-805(8) | Must be stated in articles |
| Florida [1] | 618.04(7) | Must be stated in articles, if any |
| Georgia | 65-203(g) | Must be stated in articles |

Table 15.06.03—Association finance—shares of stock—par value (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|---|
| Hawaii | 421-4(7) | Must be stated in articles |
| Idaho | 22-2608(f) | Must be stated in articles |
| Illinois [1] | 305(f) | Must be stated in articles |
| Illinois [2] | 447(g), 454.1 | Must be stated in articles; may issue no-par stock |
| Indiana | 15-7-1-7(a)(6) | Must be stated in articles, if any |
| Iowa [1] | 497.2 | Must be stated in articles |
| Iowa [3] | 499.40(6)(a) | Must be stated in articles, if any |
| Kansas [1] | 17-1506 | Must be stated in articles |
| Kansas [2] | 17-1607(g) | Must be stated in articles |
| Kentucky [2] | 272.131(7) | Must be stated in articles |
| Louisiana [1] | 76(6) | Must be stated in articles |
| Louisiana [2] | 127(6) | Must be stated in articles |
| Maine | 1823(7) | Must be stated in articles |
| Maryland | 5-505(b)(ü) | Must be stated in articles |
| Massachusetts [1] | 1 | Shares must have par value |
| Massachusetts [2] | 3 | Shares must have par value |
| Minnesota [1] | 308.06(2)(3) | Must be stated in articles |
| Minnesota [2] | 308.58(7) | Must be stated in articles |
| Mississippi [1] | 79-17-23 | All shares shall have definite par value |
| Mississippi [2] | 79-19-13(g) | Must be stated in articles |
| Missouri [2] | 357.020 | Must be stated in articles |
| Montana [1] | 35-15-401(3) | Multiple par values permitted |
| Nevada [1] | 81.040(5) | Must be stated in articles |
| New Hampshire | 301:4(VII) | Must be stated in articles, if any |
| New Jersey | 53-4-5(H) | Must be stated in articles |
| New Mexico [1] | 53-4-5(H) | Must be stated in articles |
| New Mexico [2] | 76-12-7(H) | Must be stated in articles, if any |
| New York | 11(8) | Must be stated in articles, if any |
| North Carolina [1] | 54-113, 116(8) | Must be stated in articles and bylaws |
| North Carolina [2] | 54-134(7) | Must be stated in articles |
| North Dakota | 10-15-05(6), 20(1) | Must be stated in articles, no-par stock prohibited |
| Ohio | 1729.06(F) | Must be stated in articles |
| Oklahoma [2] | 361f(h) | Must be stated in articles, if any |
| Oregon | 62.510(1)(e) | Must be stated in articles, if any |
| Pennsylvania [2] | 12110(4) | Must be stated in articles |
| Rhode Island | 7-7-3(5) | Must be stated in articles, if any |
| South Carolina [1] | 33-45-40(b) | Must be stated in articles |
| South Carolina [2] | 33-47-210(7) | Must be stated in bylaws |
| South Dakota | 47-15-4(6), 47-16-21 | Must be stated in articles, no-par stock prohibited |
| Tennessee | 43-16-110 | Must be stated in articles |

Table 15.06.03—Association finance—shares of stock—par value (continued)

| Statute | Section or article | Description |
|----------------|-------------------------|---|
| Texas [1] | 1396-50.01(8)(b)(8) | Must be stated in articles, if any |
| Texas [3] | 5744(g) | Must be stated in articles |
| Utah | 3-1-5(g) | Must be stated in articles, if any |
| Vermont | 995(7) | Must be stated in articles |
| Virginia [1] | 13.1-301 | No-par stock prohibited |
| Washington [1] | 23.86.050(5) | Must be stated in articles |
| West Virginia | 19-4-6(f) | Must be stated in articles, if any |
| Wisconsin | 185.05(1)(f), .21(1)(b) | Must be stated in articles; no-par stock prohibited |
| Wyoming | 17-10-105(a)(iii)(B) | Must be stated in articles |

Table 15.06.04—Association finance—shares of stock—common stock certificates

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | Restrictions on transfer must be printed on face |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alaska | 10,15,070 | Several items required including transfer restrictions, relative rights |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| California [1] | 54237 | Similar to Standard Act |
| Colorado [2] | 7-56-116(6) | Similar to Standard Act |
| Delaware | 8531 | Redemption provision and transfer restriction required |
| District of Columbia | 29-825 | Voting, proxy and repurchase terms required |
| Florida [1] | 618.15 | Similar to Standard Act |
| Georgia | 65-206, -228 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.6 | Similar to Standard Act |
| Indiana | 15-7-1-13(e) | Similar to Standard Act |
| Iowa [3] | 499.15 | Dividends, ownership, voting, transfer redemption restrictions required |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(8) | Similar to Standard Act, applicable to voting stock |
| Louisiana [1] | 82 | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maryland | 5-508(c) | Transfer restrictions must appear on certificate |
| Michigan | 21.101 | Bylaw or article statement on transfer, voting or proxy limits |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [3] | 35-17-302(4) | Similar to Standard Act |
| New Hampshire | 301:30 | Similar to Standard Act |
| New Jersey | 4:13-23 | Notice of nontransferability on face or attached |
| New Mexico [1] | 53-4-25 | Must note statutes on one vote, proxy vote, transfer restrictions |

Table 15.06.04—Association finance—shares of stock—common stock certificates (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| North Carolina [2] | 54-148(f) | Similar to Standard Act |
| North Dakota | 10-15-21 | Several items required including transfer restrictions, relative rights |
| Ohio | 1729.10(I) | Similar to Standard Act |
| Oregon | 62.185 | Several items required including transfer restrictions, relative rights |
| Pennsylvania [2] | 12115(d), 12114(f) | Restrictions on transfer, sale, association rights, may vote lien |
| South Carolina [2] | 33-47-650 | Similar to Standard Act |
| South Dakota | 47-16-28 | Several items required including transfer restrictions, relative rights |
| Tennessee | 43-16-128 | Similar to Standard Act |
| Texas [1] | 1396-50.01(28)(a) | Voting, proxy, and repurchase terms required |
| Texas [3] | 5750 | Similar to Standard Act |
| Virginia [2] | 13.1-322(c) | Similar to Standard Act |
| Washington [2] | 24.32.160 | Similar to Standard Act |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(3) | Several items required including transfer restrictions, relative rights |
| Wyoming | 17-10-110(f) | Similar to Standard Act |

Table 15.06.05—Association finance—shares of stock—preferred stock certificates

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-14 | Terms and conditions of redemption required |
| Alabama [2] | 2-10-62 | Terms and conditions of redemption required |
| Alaska | 10.15.070 | Several items required including preferences, relative rights |
| Arkansas [2] | 77-914 | Terms and conditions of redemption required |
| Arkansas [3] | 77-1014 | Terms and conditions of redemption required |
| Florida [1] | 618.15 | Terms and conditions of redemption required |
| Georgia | 65-206 | Terms and conditions of redemption required |
| Hawaii | 421-11(e) | Terms and conditions of redemption required |
| Idaho | 22-2614 | Terms and conditions of redemption required |
| Illinois [2] | 454.6 | Terms and conditions of redemption required |
| Iowa [3] | 499.15 | Dividends, restrictions on ownership, voting, redemption |
| Kansas [2] | 17-1613 | Terms and conditions of redemption required |
| Kentucky [2] | 272.201(7) | Terms and conditions of redemption required |
| Louisiana [2] | 133 | Terms and conditions of redemption required |
| Maine | 1912(5) | Terms and conditions of redemption required |
| Maryland | 5-508(c) | Transfer restrictions must appear on certificate |
| Michigan | 21.101 | Bylaw or article statement on transfer, voting, or proxy limits |
| Minnesota [2] | 308.65 | Terms and conditions of redemption required |
| Mississippi [2] | 79-19-25 | Terms and conditions of redemption required, transfer if voting |

Table 15.06.05—Association finance—shares of stock—preferred stock certificates (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| New Hampshire | 301:29 | Terms and conditions of redemption required |
| New Mexico [2] | 76-12-12(F) | Terms and conditions of redemption required |
| North Carolina [2] | 54-148(f) | Terms and conditions of redemption required |
| North Dakota | 10-15-21 | Several items required including preferences, relative rights |
| Ohio | 1729.10(H) | Terms and conditions of redemption required |
| Oklahoma [2] | 361k(d) | Terms and conditions of redemption required |
| Oregon | 62.185 | Several items required including preferences, relative rights |
| Pennsylvania [2] | 12114(f), 12115(d) | Restrictions on transfer, sale, association rights, vote with lien |
| South Carolina [2] | 33-47-620 | Terms and conditions of redemption required |
| South Dakota | 47-16-28 | Several items required including preferences, relative rights |
| Tennessee | 43-16-127 | Terms and conditions of redemption required |
| Texas [1] | 1396-50.01(28)(b) | Transfer restrictions contained in bylaws |
| Texas [3] | 5750 | Terms and conditions of redemption required |
| Utah | 3-1-11(e) | Terms and conditions of redemption required |
| Vermont | 1017 | Terms and conditions of redemption required |
| Virginia [2] | 13.1-322(g) | Terms and conditions of redemption required for nonvoting |
| Washington [2] | 24.32.160 | Terms and conditions of redemption required |

| | | |
|---------------|--------------|---|
| West Virginia | 19-4-13 | Terms and conditions of redemption required |
| Wisconsin | 185.21(3) | Several items required including preferences, relative rights |
| Wyoming | 17-10-110(g) | Terms and conditions of redemption required |

Table 15.06.06—Association finance—shares of stock—use as payment

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-19 | Louisiana [2] | 138 |
| Alabama [2] | 2-10-66 | Maryland | 5-528(a) |
| Arkansas [2] | 77-918 | Michigan | 21.106 |
| California [1] | 54203 | Minnesota [2] | 308.70 |
| California [2] | 12802 | Mississippi [2] | 79-19-35 |
| Colorado [2] | 7-56-121 | New Hampshire | 301:35 |
| Georgia | 65-216 | New Mexico [2] | 76-12-12(f) |
| Idaho | 22-2618 | New York | 71 |
| Illinois [1] | 315 | North Carolina [1] | 54-121 |
| Illinois [2] | 459 | North Carolina [2] | 54-153 |
| Indiana | 15-7-1-17 | Ohio | 1729.21 |
| Iowa [1] | 497.13 | Oklahoma [2] | 361k(d) |
| Iowa [3] | 499.25 | South Carolina [2] | 33-47-630 |

Table 15.06.06—Association finance—shares of stock—use as payment (continued)

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|----------------|--------------------|
| Tennessee | 43-16-135 | Washington [1] | 23.86.180 |
| Texas [3] | 5754 | Washington [2] | 24.32.240 |
| Vermont | 1022 | West Virginia | 19-4-18 |
| Virginia [1] | 13.1-304 | | |
| Virginia [2] | 13.1-338 | | |

Table 15.07.01—Association finance—patronage based contributions—periodic contributions

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| STANDARD | 883f-10(h) | Periodic payment or service charge may be in bylaws |
| Alabama [2] | 2-10-58(8) | Similar to Standard Act |
| Alabama [3] | 2-10-103 | May make charges to members and deductions from proceeds |
| Arizona | 10-706(A)(7), (8) | Annual dues, assessments, and service charges may be in bylaws |
| Arkansas [2] | 77-910(h) | Similar to Standard Act |
| Arkansas [3] | 77-1010(i) | Similar to Standard Act |
| California [1] | 54119 | Similar to Standard Act |
| Colorado [2] | 7-56-111(h) | Similar to Standard Act |
| Florida [1] | 618.09(8) | Similar to Standard Act |
| Florida [2] | 619.06(4) | Similar to Standard Act |
| Georgia | 65-207(h) | Similar to Standard Act |
| Idaho | 22-2610(h) | Similar to Standard Act |
| Illinois [2] | 449(h) | Similar to Standard Act |
| Indiana | 15-7-1-9(i) | Similar to Standard Act |
| Iowa [3] | 499.26 | Unless articles prohibit, bylaws and directors may assess service charges |
| Kansas [2] | 17-1609(h) | Similar to Standard Act |
| Kentucky [2] | 272.151(2)(h) | Similar to Standard Act |
| Louisiana [1] | 78(9) | Similar to Standard Act |
| Louisiana [2] | 129(8) | Similar to Standard Act |
| Maryland | 5-526(a) | May make uniform charges to members |
| Massachusetts [3] | 13 | Similar to Standard Act |
| Minnesota [2] | 308.60(8) | Similar to Standard Act |
| Mississippi [1] | 79-17-27 | May make charges to members and nonmembers |
| Mississippi [2] | 79-19-17(h) | Similar to Standard Act |
| Missouri [1] | 274.090(1)(8) | Similar to Standard Act |
| Montana [3] | 35-17-206(h) | Similar to Standard Act |
| Nevada [1] | 81.090(6) | Bylaws may provide for annual contribution |
| Nevada [3] | 81.480(5) | Amounts collected annually to carry on business may be in bylaws |
| New Hampshire | 301:11(VIII) | Similar to Standard Act |
| New Jersey | 4:13-18(f) | Similar to Standard Act, but mandatory |
| New Mexico [2] | 76-12-11(H) | Similar to Standard Act |
| North Carolina [2] | 54-138(8) | Similar to Standard Act |
| Ohio | 1729.11(H) | Similar to Standard Act |

Table 15.07.01—Association finance—patronage based contributions—periodic contributions (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Oklahoma [1] | 347 | Fees, dues, assessments or charges |
| Oklahoma [2] | 361i(h) | Similar to Standard Act |
| South Carolina [2] | 33-47-810(8), (9) | Similar to Standard Act |
| Tennessee | 43-16-114 | Similar to Standard Act |
| Texas [3] | 5746(h) | Similar to Standard Act |
| Vermont | 1001(7) | Similar to Standard Act |
| West Virginia | 19-4-8(h) | Similar to Standard Act |
| Wyoming | 17-10-117 | Uniform charge deducted from sales price |

Table 15.07.02—Association finance—patronage based contributions—noncash refunds

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.280 | Capital stock, certificates of interest, revolving funds, other securities |
| California [2] | 12201, 12805(d) | Stock, evidences of indebtedness, goods, services, memberships |
| District of Columbia | 29-831(d) | Partly in shares retired in order at fixed date |
| Iowa [3] | 499.30 | Revolving fund |
| Maryland | 5-525(c) | Credits, capital stock, certificates of interest, certificates of equity |
| Minnesota [1] | 308.12(4) | Credits, revolving fund certificates, or its own or other securities |
| Montana [3] | 35-17-315 | Credits, stock, revolving fund certificates, other certificates |
| New Jersey | 4:13-32, 33 | For nonstock and stock associations may keep records instead of cash payment |

| | | |
|------------------|-------------------|---|
| New York | 72 | May be credited to patrons for capital stock or other securities |
| North Dakota | 10-15-33(5) | Credits, capital stock, certificates of interest, revolving fund, other securities |
| Oregon | 62.415(2) | Capital stock, certificates of interest, revolving funds, other securities |
| Pennsylvania [2] | 12126(b) | Credits, capital stock, certificates of indebtedness, revolving fund |
| South Dakota | 47-16-52 | Credits, capital stock, certificates of interest, revolving funds, other securities |
| Texas [1] | 1396-50.01(34)(a) | Property, membership or investment certificates, or combination |
| Washington [1] | 23.86.160 | May be in capital stock, equity certificates at director discretion |
| Wisconsin | 185.45(5) | Credits, capital stock, certificates of interest, revolving funds, other securities |

Table 15.08.01—Association finance—limits on dividends—common stock

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-17 | Interest limited to 8 percent |
| Alabama [2] | 2-10-65 | Interest limited to 8 percent |
| Alabama [3] | 2-10-98 | Dividends on capital stock limited to 8 percent |
| Alaska | 10.15.095 | May pay dividends if capital not impaired |
| Arkansas [2] | 77-917 | Interest limited to 8 percent |
| California [1] | 54120 | Limited to 8 percent on stock or membership capital, bylaws may restrict |

Table 15.08.01—Association finance—limits on dividends—common stock (continued)

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| California [2] | 12201 | Interest on capital stock limited to 5 percent |
| Colorado [1] | 7-55-101(b) | Shall be limited as prescribed in bylaws |
| Colorado [2] | 7-56-119 | Interest or dividends limited to 8 percent |
| Delaware | 8532 | Dividends limited to 6 percent |
| District of Columbia | 29-822 | Return on capital limited to 6 percent, 50 percent of net savings, noncumulative |
| Florida [1] | 618,15 | Dividends limited to 8 percent of par or amount paid |
| Georgia | 65-215 | Dividends limited to 8 percent |
| Hawaii | 421-11(b) | Dividends limited to 8 percent, may be cumulative |
| Idaho | 22-2617 | Interest limited to 8 percent |
| Illinois [2] | 454.4 | Dividends limited to 8 percent of par or amount paid |
| Indiana | 15-7-1-15 | Interest limited to 8 percent |
| Iowa [3] | 499.23 | Dividends limited to 8 percent, noncumulative |
| Kansas [2] | 17-1616, 1609(5) | Interest limited to 8 percent, except interest paid to parent by subsidiary |
| Kentucky [2] | 272.221(1) | Interest or dividends on stock limited to 8 percent |
| Louisiana [2] | 136 | Interest limited to 8 percent |
| Maine | 1912(2) | Dividends limited to 8 percent, may be cumulative |
| Massachusetts [2] | 6 | Dividends on capital stock limited to 7 percent |
| Michigan | 21.99, 21.107 | Dividends limited to 8 percent |
| Minnesota [1] | 308.06(2)(6) | Articles must limit dividends to 8 percent |
| Minnesota [2] | 308.68 | Interest limited to 8 percent |
| Mississippi [1] | 79-17-23 | Dividends limited to 8 percent |
| Mississippi [2] | 79-19-31 | Interest limited to 8 percent |
| Missouri [2] | 357.130(1) | Dividends limited to 10 percent |
| Montana [1] | 35-15-411 | Dividends limited to 6 percent |
| Nebraska [1] | 21-1302(2) | Dividends on capital stock limited to 8 percent |
| Nevada [1] | 81.020(3), 120(4) | Dividends limited to 8 percent |
| New Hampshire | 301:31 | Interest or dividends on capital stock limited to 8 percent |
| New Jersey | 4:13-33 | Interest or dividends on stock limited to 8 percent of par |
| New Mexico [1] | 53-4-22 | Interest or dividends limited to 6 percent, 50 pct. of savings, noncumulative |
| New Mexico [2] | 76-12-7(H) | Dividends limited to 8 percent |
| New York | 111 | Dividends on stock or membership capital limited to 12 percent |
| North Carolina [1] | 54-126 | Dividends limited to 6 percent |
| North Carolina [2] | 54-152(a) | Interest limited to 8 percent |
| North Dakota | 10-15-20(1) | Dividends on stock limited to 6 percent par value, noncumulative |
| Ohio | 1729.10(F) | Interest limited to 8 percent for all stock |
| Oklahoma [1] | 332 | Dividends on membership capital limited to 8 percent |
| Oklahoma [2] | 3611(c), 361f(h) | Interest on membership or capital stock limited to 8 percent, may be cumulative |
| Oregon | 62.225 | As authorized in articles if capital not impaired |
| Pennsylvania [1] | 12015(III) | Limited to 6 percent on permanent capital, 5 percent for ordinary capital |
| Pennsylvania [2] | 12114(f) | Dividends on stock limited to 8 percent |

Table 15.08.01—Association finance—limits on dividends—common stock (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|--|
| Rhode Island | 7-7-13 | Limited to 8 percent on capital stock or membership capital |
| South Carolina [1] | 33-45-180(1) | Dividends on capital stock limited to 6 percent |
| South Carolina [2] | 33-47-1110 | Dividends limited to 8 percent |
| South Dakota | 47-16-21 | Dividends on stock limited to 8 percent, noncumulative |
| Tennessee | 43-16-133 | Interest or dividends on capital stock limited to 8 percent |
| Texas [1] | 1396-50.01(25)(a) | Bylaws may determine dividends on investment capital |
| Texas [3] | 5753 | Interest limited to 8 percent |
| Utah | 3-1-11(b) | Dividends limited to 8 percent, may be cumulative |
| Vermont | 1018 | Interest or dividends on capital stock limited to 8 percent |
| Virginia [1] | 13.1-306 | Dividends limited to 8 percent |
| Virginia [2] | 13.1-322(d) | Dividends limited to 8 percent actual cash value, may be cumulative |
| Washington [1] | 23.86.160 | Dividends on capital stock limited to 8 percent |
| Washington [2] | 24.32.210 | Interest limited to 8 percent |
| West Virginia | 19-4-16 | Interest or dividends on stock limited to 8 percent |
| Wisconsin | 185.21(1)(c) | Dividends on stock limited to 8 percent par value, may be cumulative |
| Wyoming | 17-10-115(a), 121(a) | Dividends on capital stock limited to 6 percent, noncumulative |

Table 15.08.02—Association finance—limits on dividends—preferred stock

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-17 | Interest limited to 8 percent |
| Alabama [2] | 2-10-65 | Interest limited to 8 percent |
| Alabama [3] | 2-10-98 | Dividends on capital stock limited to 8 percent |
| Alaska | 10.15.095 | May pay dividends if capital not impaired |
| Arkansas [2] | 77-917 | Interest limited to 8 percent |
| California [1] | 54120 | Interest limited to 8 percent on stock or membership capital |
| California [2] | 12201 | Interest limited to 5 percent on capital stock |
| Colorado [1] | 7-55-101(b) | Shall be limited as prescribed in bylaws |
| Colorado [2] | 7-56-119 | Interest or dividends on stock limited to 8 percent |
| Delaware | 8532 | Dividends or capital stock limited to 12 percent, must be cumulative |
| District of Columbia | 29-822 | Return on capital limited to 6 percent, 50 percent of net savings, noncumulative |
| Florida [1] | 618.15 | Dividends on capital limited to 8 percent of par or amount paid |
| Georgia | 65-215 | Dividends limited to 8 percent |
| Hawaii | 421-11(b) | Dividends limited to 8 percent, may be cumulative |
| Idaho | 22-2617 | Interest limited to 8 percent |
| Illinois [2] | 454.4 | Dividends limited to 8 percent of par or amount paid |

Table 15.08.02—Association finance—limits on dividends—preferred stock (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Indiana | 15-7-1-15 | Interest limited to 8 percent |
| Iowa [3] | 499.24 | Dividends limited to 8 percent, may be cumulative |
| Kansas [2] | 17-1609(i), 1616 | Interest limited to 8 percent, except amount paid by subsidiary to parent |
| Kentucky [2] | 272.221(1) | Interest or dividends on stock limited to 8 percent |
| Louisiana [2] | 136 | Interest limited to 8 percent |
| Maine | 1912(2) | Dividends limited to 8 percent, may be cumulative |
| Massachusetts [2] | 6 | Interest on capital stock limited to 7 percent |
| Michigan | 21.107 | Interest on stock limited to 8 percent |
| Minnesota [1] | 308.06(2)(6) | Dividends on stock limited to 8 percent |
| Mississippi [1] | 79-17-23 | Dividends limited to 8 percent |
| Mississippi [2] | 79-19-31 | Interest limited to 8 percent |
| Missouri [2] | 357.130(1) | Dividends on stock limited to 10 percent |
| Montana [1] | 35-15-401(2) | Dividends limited to 6 percent |
| Nebraska [1] | 21-1302(2) | Dividends on capital stock limited to 8 percent |
| Nevada [1] | 81-120(4) | Interest on stock limited to 8 percent |
| New Hampshire | 301:31 | Interest or dividends on capital stock limited to 8 percent |
| New Jersey | 4:13-33 | Interest or dividends on stock limited to 8 percent |
| New Mexico [1] | 53-4-22 | Interest or dividends limited to 6 percent of net savings, noncumulative |
| New Mexico [2] | 76-12-7(H) | Dividends limited to 8 percent |
| New York | 111 | Dividends on stock or membership capital limited to 12 percent |
| North Carolina [1] | 54-126 | Dividends on stock limited to 6 percent |
| North Carolina [2] | 54-152(a) | Interest limited to 8 percent |
| North Dakota | 10-15-20(1) | Dividends on stock limited to 6 percent, noncumulative |
| Ohio | 1729.10(F) | Dividends on all stock limited to 8 percent |
| Oklahoma [2] | 361f(h) | Dividends on stock limited to 8 percent, may be cumulative |
| Oregon | 62-225 | As authorized in articles if capital not impaired |
| Pennsylvania [1] | 12015(III) | Interest on permanent capital limited to 6 percent, 5 percent of ordinary capital |
| Pennsylvania [2] | 12114(f) | Dividends on any stock limited to 8 percent, may be cumulative |
| Rhode Island | 7-7-13 | Dividends on capital stock limited to 8 percent |
| South Carolina [1] | 33-45-180(1) | Dividends on capital stock limited to 6 percent |
| South Carolina [2] | 33-47-1110 | Dividends limited to 8 percent |
| South Dakota | 47-16-21 | Dividends on stock limited to 8 percent, noncumulative |
| Tennessee | 43-16-133 | Interest on dividends on capital stock limited to 8 percent |
| Texas [1] | 1396-50.01(25)(a) | Bylaws may determine rate of dividends on investment capital |
| Texas [3] | 5753 | Interest limited to 8 percent |
| Utah | 3-1-11(b) | Dividends limited to 8 percent, may be cumulative |
| Vermont | 1018 | Interest or dividends on capital stock limited to 8 percent |
| Virginia [1] | 13.1-306 | Dividends limited to 8 percent |
| Virginia [2] | 13.1-322(d) | Dividends on stock limited to 8 percent, may be cumulative |
| Washington [1] | 23.86.160 | Dividends on capital stock limited to 8 percent |

Table 15.08.02—Association finance—limits on dividends—preferred stock (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Washington [2] | 24.32.210 | Interest limited to 8 percent |
| West Virginia | 19-4-16 | Interest or dividend on stock limited to 8 percent |
| Wisconsin | 185.21(1)(c) | Dividends on stock limited to 8 percent may be cumulative |
| Wyoming | 17-10-110(g) | Interest limited to 8 percent |

Table 15.10.01—Association finance—reserves—authorization

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-6(e) | Power to establish reserves |
| Alabama [2] | 2-10-54(8), -65 | Power to establish reserves, permission in contract terms |
| Alabama [3] | 2-10-103 | Creation and maintenance of reserves |
| Arizona | 10-705(5) | Power to establish reserves |
| Arkansas [2] | 77-906(3), 917 | Power to establish reserves, permission in contract terms |
| Arkansas [3] | 77-1006(e) | Power to establish reserves |
| California [1] | 54175 | May establish reserves |
| California [2] | 12805(a) | May establish reserves |
| Colorado [2] | 7-56-107(e), 119 | Power to establish reserves, permission in contract terms |
| Connecticut [2] | 33-199, -212 | Power to establish reserves |
| Delaware | 8536 | Power to establish reserves |

| | | |
|----------------------|------------------|---|
| District of Columbia | 29-831(1) | Power to establish surplus funds |
| Florida [1] | 618.07(6), 15 | Power to establish reserves |
| Florida [2] | 619.07(5) | Permission in contract terms |
| Georgia | 65-213(e) | Power to establish reserves |
| Hawaii | 421-9(b)(4) | Power to establish reserves |
| Idaho | 22-2606(e), 2617 | Power to establish reserves, permission in contract terms |
| Illinois [2] | 445(f) | Power to establish reserves |
| Indiana | 15-7-1-5(f) | Power to establish reserves |
| Iowa [3] | 499.30 | Power to establish reserves |
| Kansas [2] | 17-1605(f), 1616 | Power to establish reserves, permission in contract terms |
| Kentucky [1] | 272.030 | May establish reserves, by two-thirds stockholders vote |
| Kentucky [2] | 272.211(6) | Power to establish and accumulate reasonable reserves |
| Louisiana [1] | 74(6) | Power to establish reserves |
| Louisiana [2] | 125(5) | Power to establish reserves |
| Maine | 1828(2)(D) | Power to establish reserves |
| Maryland | 5-504(8) | Power to establish reserves |
| Massachusetts [3] | 11 | Power to establish reserves |
| Michigan | 21.100 | Allocated reserves not precluded by cooperative plan |
| Minnesota [1] | 308.06(2)(8), 12 | May establish reserves |
| Minnesota [2] | 308.56(5), 68 | Power to establish reserves, permission in contract terms |

Table I5.10.01—Association finance—reserves—authorization (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|---|
| Mississippi [1] | 79-17-27 | Power to establish reserves |
| Mississippi [2] | 79-19-9, 31 | Power to establish reserves, permission in contract terms |
| Montana [3] | 35-17-106(5) | Power to establish reserves |
| Nebraska [1] | 21-1303(5) | Power to establish reserves |
| Nevada [1] | 81.120(4) | Permission in contract terms |
| New Hampshire | 301:3(VII) | Power to establish reserves |
| New Jersey | 4:13-16(j) | Power to establish reserves |
| New Mexico [2] | 76-12-6(E) | Power to establish reserves |
| New York | 14(f), 113 | Power to establish reserves |
| North Carolina [1] | 54-116(10) | May establish reserves |
| North Carolina [2] | 54-151(5), 152(a) | Power to establish reserves, permission in contract terms |
| North Dakota | 10-15-33(1)(e) | May establish reserves |
| Ohio | 1729.03(E), 18 | Power to establish reserves, permission in contract terms |
| Oklahoma [1] | 336(m) | Power to establish reserves |
| Oklahoma [2] | 361e(e) | Power to establish reserves |
| Pennsylvania [1] | 12015(IV) | May establish reserves |
| Pennsylvania [2] | 12112(11), 12125(a) | Power to establish reserves, permission in contract terms |
| South Carolina [2] | 33-47-230(5), 1110 | Power to establish reserves, permission in contract terms |
| South Dakota | 47-16-50 | May establish reserves |
| Tennessee | 43-16-108 | Power to establish reserves |

| | | |
|----------------|-----------------|---|
| Texas [3] | 5742(e), 5753 | Power to establish reserves, permission in contract terms |
| Utah | 3-1-9(II)(d) | Power to establish reserves |
| Vermont | 994(7), 1018 | Power to establish reserves, permission in contract terms |
| Virginia [1] | 13.1-306 | May establish reserves |
| Virginia [2] | 13.1-320(b)(4) | Power to establish reserves |
| Washington [1] | 23.86.160 | May establish reserves |
| Washington [2] | 24.32.050(5) | Power to establish reserves |
| West Virginia | 19-4-4(e), 16 | Power to establish reserves, permission in contract terms |
| Wisconsin | 185.45(4)(a) | May establish reserves |
| Wyoming | 17-10-109, -117 | Power to establish reserves, permission in contract terms |

Table I5.10.02—Association finance—reserves—required reserves

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| California [2] | 12805(a) | Must establish reserve of 30 percent of paid-up stock |
| Connecticut [2] | 33-193 | Must establish reserve of 20 percent of capital stock |
| Delaware | 8536 | Must establish reserve 30 percent of paid-up stock |
| District of Columbia | 29-831 | Must establish allocated reserve of 50 percent of paid-up stock |
| Florida [1] | 618.15 | Any reserve distributed to members must be on patronage basis |
| Georgia | 65-231 | Any reserve distributed to members or others must be on patronage basis |
| Illinois [2] | 454.4 | Any reserve distribution must be on patronage basis |
| Indiana | 15-7-1-13(g) | Any reserve distribution must be on patronage basis |
| Iowa [1] | 497.17 | Must establish reserve of 50 percent paid-up stock, from net profits |
| Iowa [2] | 498.23 | Must establish reserve of 40 percent of invested capital, from savings |

Table 15.10.02—Association finance—reserves—required reserves (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Iowa [3] | 499.30, 31 | Must establish reserve of 30 percent of paid-up stock, maximum |
| Maine | 1912(3) | Books of associations must show patrons interest in reserves |
| Massachusetts [1] | 2 | Must establish reserve of 30 percent of paid-up stock |
| Massachusetts [2] | 6 | Must establish reserve of 30 percent of paid-up stock |
| Michigan | 21.107 | Reserves greater than 30 percent of paid-up capital considered surplus |
| Minnesota [1] | 308.06(2)(8) | Articles may provide that records show patron interests in reserves |
| Mississippi [1] | 79-17-27 | May be distributed as deemed proper by board and bylaws |
| Missouri [2] | 357.130(1) | Must establish reserve of 50 percent of paid-up stock |
| Montana [1] | 35-15-411 | Must establish reserve of 30 percent of paid-up stock |
| New Mexico [1] | 53-4-31(B) | Must establish surplus of 50 percent of paid-up capital |
| New Mexico [2] | 76-12-12(c) | Must establish reserve of 100 percent of paid-up membership or stock |
| New York | 113 | Must establish reserves according to detailed rules |
| North Carolina [1] | 54-126 | Must establish reserves of 30 percent of paid-up stock |
| North Dakota | 10-15-33(3), (4) | Must establish allocated or unallocated reserves |
| Oklahoma [2] | 3611(c) | Must establish reserve of 100 percent of paid-up membership or stock |
| Pennsylvania [1] | 12015(IV) | Propaganda and social fund required |
| South Carolina [1] | 33-45-180(2) | Must establish reserve of 30 percent of paid-up stock |
| Virginia [1] | 13.1-306 | Must establish reserves of 30 percent of paid-up stock, exception |
| Wyoming | 17-10-115(a) | Must establish reserves of 30 percent of paid-up capital, may be more |

Table 15.10.03—Association finance—reserves—sources of funds

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-17 | Excess of income over expenses, contract term |
| Alabama [2] | 2-10-65 | Similar to Standard Act |
| Alabama [3] | 2-10-103 | Charges to members and deductions from proceeds |
| Arizona | 10-718(B) | Profits on income from investment in other corporations |
| Arkansas [2] | 77-917 | Similar to Standard Act |
| California [1] | 54262(a) | Similar to Standard Act |
| California [2] | 12805(a) | Portion of net margins |
| Colorado [2] | 7-56-119 | Similar to Standard Act |
| Connecticut [1] | 33-193 | Portion of net profits |
| Connecticut [2] | 33-212 | Portion of resale price |
| Delaware | 8536 | Portion of total net earnings |
| District of Columbia | 29-831 | Portion of net earnings |
| Florida [1] | 618.15 | From earnings |
| Florida [2] | 619.07(5) | Similar to Standard Act |
| Georgia | 65-215 | Similar to Standard Act |
| Idaho | 22-2617 | Similar to Standard Act |

Table 15.10.03—Association finance—reserves—sources of funds (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Illinois [2] | 454.4 | From earnings |
| Indiana | 15-7-1-13(f) | Net earnings or savings |
| Iowa [3] | 499.30 | Portion of net earnings |
| Kansas [2] | 17-1616 | Similar to Standard Act |
| Kentucky [1] | 272.030 | From net margin after payment of fixed dividends |
| Louisiana [2] | 136 | Similar to Standard Act |
| Massachusetts [1] | 2 | Portion of net profits |
| Massachusetts [2] | 6 | Portion of net profits |
| Michigan | 21.107 | From profit and earnings |
| Minnesota [1] | 308.12 | From net income |
| Minnesota [2] | 308.68 | Similar to Standard Act |
| Mississippi [1] | 79-17-27 | Proceeds from members' products |
| Mississippi [2] | 79-19-31 | Similar to Standard Act |
| Missouri [2] | 357.130(1) | From net profits |
| Montana [1] | 35-15-411 | From net profits |
| Montana [3] | 35-17-315 | From net earnings |
| Nebraska [1] | 21-1303(5) | From savings |
| Nevada [1] | 81.120(4) | Similar to Standard Act |
| New Hampshire | 301:31 | Similar to Standard Act |
| New Jersey | 4:13-31 | Fees, dues, assessments, retained refunds, earnings or savings |
| New Mexico [1] | 53-4-31 | From net savings |
| New Mexico [2] | 76-12-12(c) | From net margins |
| New York | 72 | From net margins |
| North Carolina [1] | 54-126 | Portion of net profits after dividends |
| North Carolina [2] | 54-152(a) | Similar to Standard Act |
| North Dakota | 10-15-33 | From total and net proceeds |
| Oklahoma [1] | 3611(c) | From undistributed balance |
| Pennsylvania [1] | 12015(IV) | From net profits |
| South Carolina [1] | 33-45-180(2) | From net profits |
| South Carolina [2] | 33-47-1110 | Similar to Standard Act |
| South Dakota | 47-16-50 | From net proceeds |
| Tennessee | 43-16-133 | Similar to Standard Act |
| Texas [3] | 5753 | Similar to Standard Act |
| Vermont | 1018 | Similar to Standard Act |
| Virginia [1] | 13.1-306 | From net earnings |
| Virginia [2] | 13.1-329(a) | Similar to Standard Act |
| Washington [2] | 24.32.210 | Similar to Standard Act |
| West Virginia | 19-4-16 | Similar to Standard Act |
| Wisconsin | 185.45(2) | From net proceeds |
| Wyoming | 17-10-115, 121 | Similar to Standard Act |

Table 15.10.04—Association finance—reserves—amounts

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| California [2] | 12805(a) | 10 percent net margins, total at least 30 percent paid-up stock |
| Connecticut [1] | 33-193 | 10 net profits, total at least 20 percent capital stock |
| Delaware | 8536 | 10 percent total net earnings, total at least 30 percent paid-up stock |
| District of Columbia | 29-831 | 10 percent net savings, total at least 50 percent paid-up capital |
| Iowa [1] | 497.17 | 10 percent net profits, total at least 50 percent of paid-up stock |
| Iowa [2] | 498.23 | 10 percent savings, total at least 40 percent of invested capital |
| Iowa [3] | 499.30 | 10 percent net earnings, total based on stock, refunds, dollar limit |
| Kansas [1] | 272.030 | 10 to 25 percent of net profits |
| Massachusetts [1] | 2 | 10 percent net profits, total at least 30 percent capital stock |
| Massachusetts [2] | 6 | 10 percent net profits, total at least 30 percent paid-up stock |
| Minnesota [1] | 308.12(1) | 5 percent of net income |
| Missouri [2] | 357.130(1) | 10 percent net profits, total at least 50 percent capital stock |
| Montana [1] | 35-15-411 | 5 percent net profits, total at least 30 percent paid-up stock |
| New Mexico [1] | 53-4-31(A) | 10 percent net margins, at least 50 percent paid-up capital |
| New Mexico [2] | 76-12-12(c) | 10 percent net savings, at least 100 percent paid-up stock |
| New York | 113 | Total amount gain in alternatives |
| North Carolina [1] | 54-126 | 10 percent net profits, total at least 30 percent paid-up stock |
| Oklahoma [2] | 3611(c) | 10 percent undistributed balance, total at least 100 percent paid-up stock |
| South Carolina [1] | 33-45-130(2) | 10 percent net profits, total at least 30 percent paid-up stock |

| | | |
|--------------|-----------|--|
| Virginia [1] | 13.1-306 | 10 percent net earnings, total at least 30 percent paid-up capital |
| Wyoming | 17-10-115 | 10 percent net profits, total at least 30 percent paid-up capital |

Table 15.10.05—Association finance—reserves—investment

| Statute | Section or article | Description |
|-----------------|--------------------|---|
| STANDARD | 883f-6(c) | May invest funds in bonds or other property bylaws provide |
| Alabama [2] | 2-10-54(8) | Similar to Standard Act |
| Arizona | 10-705(5) | May invest in stocks or bonds of related business, other |
| Arkansas [1] | 64-1515 | May invest in another association, member approval, 5 percent limit |
| Arkansas [2] | 77-906(e) | Similar to Standard Act |
| Arkansas [3] | 77-1006(e) | Similar to Standard Act |
| California [1] | 54175 | Similar to Standard Act |
| Colorado [2] | 7-56-107(e) | Similar to Standard Act |
| Connecticut [2] | 33-199 | May invest reserve funds |
| Florida [1] | 618.07(6) | Similar to Standard Act |
| Georgia | 65-213(e) | Similar to Standard Act |
| Idaho | 22-2606(e) | Similar to Standard Act |
| Illinois [2] | 445(f) | Similar to Standard Act |
| Kansas [2] | 17-1605(f) | Similar to Standard Act, and subsidiary |
| Louisiana [1] | 74(6) | Similar to Standard Act |
| Louisiana [2] | 125(5) | Similar to Standard Act |

Table 15.10.05—Association finance—reserves—investment (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Massachusetts [2] | 5 | At meeting may invest in building |
| Massachusetts [3] | 11 | May invest as advisable or as provided in bylaws |
| Minnesota [2] | 308.56(5) | Similar to Standard Act |
| Mississippi [2] | 79-19-9(e) | Similar to Standard Act |
| Montana [3] | 35-17-106(5) | Similar to Standard Act |
| New Hampshire | 301:3(VII) | Similar to Standard Act |
| New Jersey | 4:13-16(j) | May invest as provided in bylaws |
| New Mexico [2] | 76-12-6(G) | May invest in other associations, subsidiary, other securities |
| New York | 14(f) | Similar to Standard Act |
| North Carolina [2] | 54-151(5) | Similar to Standard Act |
| Ohio | 1729.03(E) | Similar to Standard Act |
| Oklahoma [1] | 336(m) | Similar to Standard Act |
| Oklahoma [2] | 361e(e) | May invest in other associations, subsidiaries, limited property |
| South Carolina [2] | 33-47-230(5) | Similar to Standard Act |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [3] | 5742(e) | Similar to Standard Act |
| Vermont | 994(7) | Similar to Standard Act |
| Washington [2] | 24.32.050(5) | Similar to Standard Act |
| West Virginia | 19-4-4(e) | Similar to Standard Act |

Table 15.10.06—Association finance—reserves—special funds

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-17 | For retiring stock, if any, and other proper reserves |
| Alabama [2] | 2-10-65 | Similar to Standard Act |
| Alabama [3] | 2-10-103 | Expenses, obligations, property, contingencies; directors and bylaws |
| Arizona | 10-718(B) | Distributed or handled according to board's discretion |
| Arkansas [2] | 77-917 | Similar to Standard Act |
| California [1] | 54262(a), (b) | Similar to Standard Act |
| California [2] | 12805(b) | May have educational fund to teach cooperation |
| Colorado [2] | 7-56-119 | For retiring stock, if any |
| Connecticut [1] | 33-193 | For contingent or sinking fund |
| Connecticut [2] | 33-212 | For retiring stock in subsidiary corporation |
| Delaware | 8536 | For purposes authorized by bylaws and board |
| District of Columbia | 29-831 | Educational fund |
| Florida [1] | 618.15, 17 | Permanent surplus fund; reserves for retiring stock, other proper reserves |
| Florida [2] | 619.07(5) | Similar to Standard Act |
| Georgia | 65-215 | Similar to Standard Act |
| Idaho | 22-2617 | Similar to Standard Act |
| Illinois [2] | 454.4 | Permanent surplus fund; Similar to Standard Act |
| Indiana | 15-7-1-15 | Similar to Standard Act |
| Iowa [3] | 499.30 | Depreciation, contingencies; educational fund |

Table 15.10.06—Association finance—reserves—special funds (continued)

| Statute | Section or article | Description |
|--------------------|-----------------------|---|
| Kansas [2] | 17-1616 | Similar to Standard Act |
| Louisiana [2] | 136 | Similar to Standard Act |
| Massachusetts [1] | 2 | Contingent or sinking fund |
| Massachusetts [2] | 6 | Fund to be used in teaching cooperation |
| Michigan | 21.100 | Future operation or future distribution |
| Minnesota [1] | 308.12(1) | Capital reserve, educational fund, fixed asset reserve |
| Minnesota [2] | 308.68 | Proper reserves |
| Mississippi [1] | 79-17-27 | Expenses, obligations, property, contingencies |
| Mississippi [2] | 79-19-31 | Similar to Standard Act |
| Montana [1] | 35-15-411 | Educational fund |
| Montana [3] | 35-17-315(1) | Capital reserve, educational fund, fixed assets reserve |
| New Hampshire | 301:31 | Similar to Standard Act |
| New Jersey | 4:13-16(j) | For contingencies, working capital, revolving funds |
| New Mexico [1] | 53-4-31(c) | Educational fund |
| New Mexico [2] | 76-12-6(E) | Permanent surplus fund as addition to capital |
| New York | 113 | Depreciation, depletion, obsolescence, bad debts |
| North Carolina [1] | 54-126 | Educational fund for teaching cooperation |
| North Carolina [2] | 54-152(a) | Similar to Standard Act |
| North Dakota | 10-15-33(1), (2) | Educational fund, depreciation, uncollectible accounts |
| Ohio | 1729.18 | Similar to Standard Act |
| Oklahoma [2] | 361e(e) | Permanent surplus fund as addition to capital |
| Pennsylvania [1] | 12015(V) | Propaganda and social fund |
| South Carolina [1] | 33-45-180(2) | Educational fund for teaching cooperation |
| South Carolina [2] | 33-47-1110 | Similar to Standard Act |
| South Dakota | 47-16-41, -43 | Educational fund, depreciation, uncollectible accounts |
| Tennessee | 43-16-133 | Similar to Standard Act |
| Texas [1] | 1396-50.01(34)(a) | Educational fund and fund for general welfare |
| Texas [3] | 5753 | Similar to Standard Act |
| Vermont | 1018 | Similar to Standard Act |
| Virginia [1] | 13.1-306 | Educational fund |
| Virginia [2] | 13.1-329(a) | Similar to Standard Act |
| Washington [2] | 24.32.210 | Similar to Standard Act |
| West Virginia | 19-4-16 | Similar to Standard Act |
| Wisconsin | 185.45(1)(2) | Fund for teaching cooperative principles, depreciation, uncollectible |
| Wyoming | 17-10-115(a), -116(a) | Educational fund to teach cooperation, stock retirement, others |

Table 15.11—Association finance—revolving funds

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------|--------------------|
| Delaware | 8537 | Kentucky [2] | 272.201(9) |
| District of Columbia | 29-831(d) | New Jersey | 4:13-31 |
| Iowa [3] | 499.33 | Utah | 3-1-9(11)(d) |

Table 15.12.01—Association finance—borrowed funds—power to borrow

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-6(b) | Without limitation as to amount of corporate debt or liability |
| Alabama [2] | 2-10-54(5) | General power granted |
| Alabama [3] | 2-10-99(2) | General power granted |
| Alaska | 10.15.010(7) | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| Arizona | 10-705(2) | General power granted |
| Arkansas [2] | 77-906(b) | General power granted |
| Arkansas [3] | 77-1006(b) | General power granted |
| California [1] | 54172 | General power granted |
| Colorado [2] | 7-56-107(b) | Similar to Standard Act |
| Delaware | 8508(9) | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| District of Columbia | 29-804(7) | General power granted |
| Florida [1] | 618.07(2) | Similar to Standard Act |
| Georgia | 65-213(b) | General power granted |
| Hawaii | 421-9(b)(7) | General power granted |
| Idaho | 22-2606(b) | General power granted |
| Illinois [1] | 317 | General power granted |
| Illinois [2] | 445(b) | Similar to Standard Act |
| Indiana | 15-7-1-5(c) | Similar to Standard Act |
| Iowa [2] | 498.20 | General power granted |
| Iowa [3] | 499.7(2) | General power granted |
| Kansas [2] | 17-1605(c) | Similar to Standard Act |
| Kentucky [2] | 272.211(3) | Similar to Standard Act |
| Louisiana [1] | 74(2) | General power granted |
| Louisiana [2] | 125(2) | General power granted |
| Maine | 1828(2)(G) | Borrow money, give notes, bonds as security |
| Maryland | 5-504(3) | General power granted |
| Minnesota [1] | 308.05 | Borrow, issue bonds to finance business of association |
| Minnesota [2] | 308.56(2) | General power granted |
| Mississippi [1] | 79-17-25 | General power granted |
| Mississippi [2] | 79-19-9(b) | General power granted |
| Missouri [1] | 274.060(2) | Similar to Standard Act |
| Montana [1] | 35-15-103(2)(d) | General power granted |
| Montana [3] | 35-17-106(2) | General power granted |

Table 15.12.01—Association finance—borrowed funds—power to borrow (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Nebraska [3] | 21-1405(6) | General power granted |
| Nevada [2] | 81.220, 230(3) | General power to borrow within bylaw limitations |
| New Hampshire | 301:3(III) | Similar to Standard Act |
| New Jersey | 4:13-16(i) | To borrow maney necessary in conduct of its operations |
| New Mexico [1] | 53-4-4(G) | General power granted |
| New Mexico [2] | 76-12-6(H) | Similar to Standard Act |
| New York | 14(o), (p) | To borrow, contract debts, issue obligations, limit indebtedness |
| North Carolina [2] | 54-151(2) | General power granted |
| North Dakota | 10-15-03(4) | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| Ohio | 1729.03(B) | Similar to Standard Act, except associations with capital stock |
| Oklahoma [1] | 336(f) | To borrow money necessary in conduct of its operations |
| Oklahoma [2] | 361e(h) | Similar to Standard Act |
| Oregon | 62.125(7) | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| Pennsylvania [2] | 12112(9) | To borrow money necessary in conduct of its operations |
| Rhode Island | 7-7-6(i) | General power granted |
| South Carolina [2] | 33-47-230(2) | General power granted |
| South Dakota | 47-15-30 | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| Tennessee | 43-16-108 | General power granted |

| | | |
|----------------|----------------|--|
| Texas [2] | 2520 | May borrow up to 5 times working capital |
| Texas [3] | 5742(b) | General power granted |
| Utah | 3-1-9(II)(g) | Borrow maney, give notes, bonds as secretary |
| Vermont | 994(3) | Similar to Standard Act |
| Virginia [2] | 13.1-320(b)(8) | General power to borrow |
| Washington [2] | 24.32.050(2) | General power to borrow |
| West Virginia | 19-4-4(b) | Similar to Standard Act |
| Wisconsin | 185.03(4) | Incur liabilities, borrow, issue notes, bonds, certificates, obligations |
| Wyoming | 17-10-109(a) | General power to borrow |

Table 15.12.02—Association finance—borrowed funds—power to mortgage

| Statute | Section or article | Description |
|----------------------|------------------------|---|
| Alabama [1] | 2-10-27 | Power granted, majority of board to approve |
| Alabama [3] | 2-10-99(3), (4) | Power granted |
| Alaska | 10.15.019(5), (6), (7) | Power granted |
| Arizona | 10-705(4) | Power granted, capital stock or bonds in other associations |
| Colorado [1] | 7-55-106 | Power granted, majority vote of board to approve |
| Connecticut [2] | 33-199 | Power granted |
| Delaware | 8508(9) | Power granted |
| District of Columbia | 29-804(5) | Power granted |
| Florida [1] | 618.07(2), .08 | Power granted, may mortgage stocks of farm supplies |
| Hawaii | 421-9(b)(6) | Power granted |

Table 15.12.02—Association finance—borrowed funds—power to mortgage (continued)

| Statute | Section or article | Description |
|-------------------|---------------------|---|
| Illinois [1] | 317 | Power granted |
| Iowa [2] | 498.20 | Power granted |
| Iowa [3] | 499.7(2), (4) | Power granted |
| Kentucky [2] | 272.241(2) | Power granted, unless articles or bylaws prohibit |
| Maine | 1828(2)(G) | Power granted |
| Maryland | 5-504(3) | Power granted |
| Massachusetts [3] | 11 | Power granted |
| Minnesota [1] | 308.05 | Power granted |
| Mississippi [1] | 79-17-25 | Power granted |
| Montana [1] | 35-15-103(2)(d) | Power granted, real and personal property |
| Montana [2] | 35-16-405 | Power granted to board |
| Nevada [1] | 81.110(1)(e) | Power granted |
| Nevada [2] | 81.220(8) | Power granted |
| Nevada [3] | 81.500(2)(e) | Power granted |
| New Jersey | 4:13-16(i) | Power granted |
| New Mexico [1] | 53-4-4(E) | Power granted |
| New Mexico [2] | 76-12-16(H) | Power granted |
| North Dakota | 10-15-03(4) | Power granted |
| Oklahoma [1] | 333, 336(e), (f) | Power granted |
| Oregon | 62.125(5), (6), (7) | Power granted |

| | | |
|------------------|--------------------------|---------------|
| Pennsylvania [2] | 12112(9) | Power granted |
| South Dakota | 47-15-30, 47-18-10 | Power granted |
| Utah | 3-1-9(11)(f), (g) | Power granted |
| Virginia [2] | 13.1-320(b)(3), (7), (8) | Power granted |
| West Virginia | 19-4-4(b) | Power granted |
| Wisconsin | 185.03(4), 185.38(2) | Power granted |

Table 15.13—Association finance—advances to members

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|---------------|--------------------|
| STANDARD | 883f-6 | Idaho | 22-2606(b) |
| Alabama [2] | 2-10-54(5) | Illinois [2] | 445(d) |
| Alabama [3] | 2-10-99(7) | Indiana | 15-7-1-5(d) |
| Arizona | 10-705(2) | Iowa [3] | 499.7(3) |
| Arkansas [2] | 77-906(b) | Kansas [2] | 17-1605(c) |
| Arkansas [3] | 77-1006(b) | Kentucky [2] | 272.211(3) |
| California [1] | 54172 | Louisiana [1] | 74(2) |
| Colorado [2] | 7-56-107(b) | Louisiana [2] | 125(2) |
| Florida [1] | 618.07(4) | Maine | 1828(2)(c) |
| Georgia | 65-213(b) | Maryland | 5-504(4) |
| Hawaii | 421-9(b)(3) | | |

Table 15.13—Association finance—advances to members (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|--------------------|--------------------|
| Minnesota [1] | 308.05(1) | Oklahoma [1] | 332 |
| Minnesota [2] | 308.56(2) | Oklahoma [2] | 361e(d) |
| Mississippi [1] | 79-17-25 | Pennsylvania [2] | 12112(10) |
| Mississippi [2] | 79-19-9(b) | Rhode Island | 7-7-6(i) |
| Missouri [1] | 274.060(2) | South Carolina [2] | 33-47-230(2) |
| Montana [3] | 35-17-106(2) | Tennessee | 43-16-108 |
| Nebraska [2] | 21-1405(1) | Texas [3] | 5742(b) |
| New Hampshire | 301:3(IV) | Utah | 3-1-9(II)(c) |
| New Jersey | 4:13-16(i) | Vermont | 994(4) |
| New Mexico [2] | 76-12-6(d) | Virginia [2] | 13.1-320(b)(3) |
| New York | 14(c) | Washington [2] | 24.32.050(2) |
| North Carolina [2] | 54-151(2) | West Virginia | 19-4-4(b) |
| Ohio | 1729.03(B) | Wyoming | 17-10-109(a) |

Table 15.14.01—Association finance—stock acquisition—cooperative associations

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-6(d) | Acquire and hold ownership in association in related activity |
| Alabama [2] | 2-10-54(7) | Similar to Standard Act |
| Alaska | 10.15.010(b) | Acquire and hold ownership in domestic or foreign association |
| Arizona | 10-705(4) | Similar to Standard Act |
| Arkansas [1] | 64-1515 | Majority vote of members, up to 5 percent of another association |
| Arkansas [2] | 77-906(d) | Similar to Standard Act |
| Arkansas [3] | 77-1006(d) | Similar to Standard Act |
| California [1] | 54174 | Similar to Standard Act |
| Colorado [2] | 7-56-107(d) | Similar to Standard Act |
| Connecticut [2] | 33-199 | Similar to Standard Act |
| District of Columbia | 29-804(6) | To own membership in and share capital of other associations |
| Florida [1] | 618,07(5) | Similar to Standard Act |
| Georgia | 65-213(d), 227 | Similar to Standard Act |
| Hawaii | 421-9(b)(5) | Similar to Standard Act |
| Idaho | 22-2606(d) | Similar to Standard Act |
| Illinois [1] | 314 | Majority vote of members, up to 25 percent of another association |

Table 15.14.01—Association finance—stock acquisition—cooperative associations (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Illinois [2] | 445(e) | Similar to Standard Act |
| Indiana | 15-7-1-5(e) | Similar to Standard Act |
| Iowa [1] | 497.12 | Majority vote of members, up to 25 percent of capital in another association |
| Iowa [3] | 499.7(4) | May hold interest in association dealing in same products, byproducts |
| Kansas [2] | 17-1605(e), 1617 | Similar to Standard Act |
| Kentucky [2] | 272.211(5), 231 | Similar to Standard Act |
| Louisiana [1] | 74(5) | Similar to Standard Act |
| Louisiana [2] | 125(4) | Similar to Standard Act |
| Maine | 1828(2)(E) | Own and hold ownership rights of association in related activity |
| Maryland | 5-504(7) | Similar to Standard Act |
| Michigan | 21.105 | Majority vote of members, up to 20 percent of capital in another association |
| Minnesota [1] | 308.05 | May hold stock in other association |
| Minnesota [2] | 308.56(4) | Similar to Standard Act |
| Mississippi [2] | 79-19-9(d) | Similar to Standard Act |
| Missouri [2] | 357.120 | All or part of stock of corporation operating on cooperative plan |
| Montana [3] | 35-17-106(H) | Similar to Standard Act |
| Nebraska [2] | 21-1411 | Assns. permitted to acquire membership or stock in other associations |
| New Hampshire | 301:3(VI) | Similar to Standard Act |
| New Jersey | 4:13-16(1) | Similar to Standard Act |
| New Mexico [1] | 53-4-4(F) | Own and hold share capital of other associations |
| New Mexico [2] | 76-12-6(f) | Similar to Standard Act |
| New York | 14(e) | Similar to Standard Act |
| North Carolina [2] | 54-151(4) | Similar to Standard Act |
| Ohio | 1729.03(D) | Similar to Standard Act |
| Oklahoma [2] | 361e(f) | Similar to Standard Act |
| Oregon | 62.125(6) | Acquire, own, hold shares in other cooperatives |
| Pennsylvania [1] | 12011 | May invest in stock capital of any other cooperative associations |
| Pennsylvania [2] | 12112(14) | Own and hold ownership rights of association in related activity |
| Rhode Island | 7-7-6(1) | Form or be stockholder in nonprofit association of producers |
| South Carolina [1] | 33-45-816 | Majority vote of members up to 25 percent of its capital in another assn. |
| South Carolina [2] | 33-47-230(4) | Similar to Standard Act |
| South Dakota | 47-15-31 | Similar to Standard Act |
| Tennessee | 43-16-108 | Similar to Standard Act |
| Texas [1] | 1396-50.01(6)(1) | Own and hold share capital in other associations |
| Texas [3] | 5742(d) | Similar to Standard Act |
| Utah | 3-1-9(II)(e) | Own and hold membership rights of association in related activity |
| Vermont | 994(6) | Similar to Standard Act |
| Virginia [1] | 13.1-303 | Majority vote of members, up to 25 percent of its stock in another association |
| Virginia [2] | 13.1-320(b)(5) | Own and hold membership rights of association in related activity |
| Washington [1] | 23.86.120 | Majority vote of members may invest in another association's capital stock |

Table 15.14.01—Association finance—stock acquisition—cooperative associations (continued)

| Statute | Section or article | Description |
|----------------|-----------------------|-------------------------|
| Washington [2] | 24.32.050(4) | Similar to Standard Act |
| West Virginia | 19-4-4(d) | Similar to Standard Act |
| Wyoming | 17-10-109(a)(iv), (x) | Similar to Standard Act |

Table 15.14.02—Association finance—stock acquisitions—other corporations

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-23 | Organize, own, control corporations handling products, byproducts |
| Alabama [2] | 2-10-69 | Similar to Standard Act |
| Alaska | 10.15.010(6) | Organize and hold ownership in domestic or foreign corporation, partnership |
| Arizona | 10-718(A) | Similar to Standard Act |
| Arkansas [3] | 77-1019 | Similar to Standard Act |
| California [1] | 54180 | Similar to Standard Act |
| California [2] | 12804 | Majority vote of stockholders, up to 25 percent of capital |
| Colorado [2] | 7-56-125(1) | Similar to Standard Act |
| Connecticut [2] | 33-214 | Similar to Standard Act |
| Delaware | 8508(14) | Have stock in corporation buying and selling agricultural products |
| District of Columbia | 29-804(6) | Own membership in and share capital of any corporation |
| Florida [1] | 618.20 | Similar to Standard Act |
| Florida [2] | 619.07(4), .08 | Similar to Standard Act, if business conducted solely for agriculture |

| | | |
|-----------------|-----------------|--|
| Georgia | 65-217 | Similar to Standard Act |
| Idaho | 22-2621 | Similar to Standard Act |
| Illinois [1] | 314 | Majority vote of stockholders, up to 25 percent stock or reserves |
| Illinois [2] | 462 | Similar to Standard Act |
| Indiana | 15-7-1-21 | Similar to Standard Act |
| Kansas [2] | 17-1617a | Similar to Standard Act |
| Kentucky [2] | 272.211(5), 231 | Similar to Standard Act |
| Louisiana [2] | 141 | Similar to Standard Act |
| Maryland | 5-504(7) | Similar to Standard Act |
| Michigan | 21.105 | Majority vote of members at meeting, up to 20 percent of its capital |
| Minnesota [1] | 308.05 | May acquire and hold stock in other corporations |
| Minnesota [2] | 308.74 | Similar to Standard Act |
| Mississippi [2] | 79-19-41 | Similar to Standard Act |
| Missouri [1] | 274.220(1) | Similar to Standard Act except nonstock only |
| Nebraska [2] | 21-1405(9) | Similar to Standard Act |
| New Hampshire | 301:36 | Similar to Standard Act |
| New Mexico [1] | 53-4-4(F) | Own and hold share capital of other corporations |
| New York | 122 | Own and hold shares of any other corporation |

Table 15.14.02—Association finance—stock acquisitions—other corporations (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| North Carolina [2] | 54-155 | Similar to Standard Act |
| Ohio | 1729.22 | Similar to Standard Act |
| Oklahoma [1] | 336(o) | Similar to Standard Act |
| Oregon | 62.125(6) | Acquire, own, and hold shares in other corporations |
| South Carolina [2] | 33-47-100 | Similar to Standard Act |
| South Dakota | 47-15-31 | Acquire and hold ownership in domestic or foreign corporation |
| Tennessee | 43-16-139 | Similar to Standard Act |
| Texas [3] | 5758 | Similar to Standard Act |
| Vermont | 1023 | Similar to Standard Act |
| Virginia [1] | 13.1-303 | Majority vote at meeting, up to 25 percent of its stock in corporation |
| Virginia [2] | 13.1-320(b)(5) | Own and hold shares of corporation engaged in related activity |
| Washington [2] | 24.32.270 | Similar to Standard Act |
| West Virginia | 19-4-22 | Similar to Standard Act |

Table 15.14.03—Association finance—stock acquisitions—banks for cooperatives

| Statutes | Section or article | Statute | Section or article |
|-----------------|--------------------|-----------|--------------------|
| Alabama [1] | 2-10-27 | Texas [3] | 5742(d) |
| Mississippi [2] | 79-19-63 | | |

Table 15.15.01—Association finance—stock redemption—common stock repurchase

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | May purchase its common stock in cash, within 1 year, at book value |
| Alabama [2] | 2-10-65 | Similar to Standard Act |
| Alabama [3] | 2-10-98 | Under special conditions, must repurchase shares at par or appraised value |
| Alaska | 10.15.100 | Unless articles provide otherwise, may repur. share or other evidences equity |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| California [1] | 54238 | Similar to Standard Act |
| California [2] | 12452, 12803 | Right to repurchase from inactive, deceased, member wishing to transfer |
| Colorado [2] | 7-56-116(7) | Similar to Standard Act |
| Delaware | 8531 | Right to repurchase from inactive member, required if transferee rejected |
| District of Columbia | 29-826, 827, 830 | Right to repurchase from inactive member, required if transferee rejected |
| Georgia | 65-206 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.7 | Similar to Standard Act |
| Indiana | 15-7-1-13(h) | Similar to Standard Act |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(9) | May purchase capital stock for cash at lesser of par or book value |
| Louisiana [2] | 133 | Similar to Standard Act, except payment within 30 days |
| Maryland | 5-508(a)(4)(11) | Board of directors has right to redeem stock |
| Mississippi [1] | 79-17-23 | Under special conditions, must repurchase shares at par or appraised value |

Table 15.15.01—Association finance—stock redemption—common stock repurchase (continued)

| Statute | Section or article | Description |
|--------------------|--------------------------|--|
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [3] | 35-17-302(5) | Similar to Standard Act |
| New Mexico [1] | 53-4-26, 27, 30 | Right to repurchase from inactive member, required if expelled or transferee rej. |
| New York | 14(h) | Association may establish general rules for purchase of shares |
| North Carolina [1] | 54-120 | Association has repurchase right for any stock for sale |
| North Carolina [2] | 54-148(h) | Similar to Standard Act |
| North Dakota | 10-15-20(3) | May redeem its own stock |
| Ohio | 1729.10(J) | Similar to Standard Act |
| Oregon | 62.235(1) | May redeem its own stock |
| Pennsylvania [2] | 12115(b) | May redeem common stock at book or par value |
| Rhode Island | 7-7-12 | Articles or bylaws may give association redemption right for common stock for sale |
| South Carolina [2] | 33-47-660 | Similar to Standard Act |
| South Dakota | 47-16-23 | May redeem its own stock |
| Tennessee | 43-16-129 | Similar to Standard Act |
| Texas [1] | 1396-50.01(29),(30),(33) | Right for withdrawal or inactive status, required if expelled or transferee rej. |
| Texas [3] | 5750 | Similar to Standard Act |
| Virginia [2] | 13.1-322(h) | Association may purchase its voting stock for cash at book or par value |
| Washington [1] | 23.86.110 | May purchase stock from any stockholder |
| Washington [2] | 24.32.060(5) | May purchase stock from any associate member |

| | | |
|---------------|-----------|--------------------------|
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(5) | May redeem its own stock |

Table 15.15.02—Association finance—stock redemption—common stock repurchase limitations

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-14 | May not repurchase when association debts exceed 50 percent of assets |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alaska | 10.15.105 | No repurchase of shares or other equity if remaining assets less than indebtedness |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| California [1] | 54238 | Similar to Standard Act |
| Colorado [2] | 7-56-116(7) | Similar to Standard Act |
| Connecticut [1] | 33-191 | Not less than par value when disposing of shares to the board of directors |
| District of Columbia | 29-826, 830 | May not repurch. com. or pref. if solvency jeopardized or insufficient reserves |
| Georgia | 65-206 | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.7 | Similar to Standard Act |

Table 15.15.02—Association finance—stock redemption—common stock repurchase limitations (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|---|
| Indiana | 15-7-1-13(h) | Similar to Standard Act and when prohibited by articles and bylaws |
| Iowa [3] | 499.15 | Restrictions or limitations must be stated on certificates |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(9) | Similar to Standard Act |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maryland | 5-508(b) | Must pay greater of book or par value |
| Mississippi [2] | 79-19-25 | Similar to Standard Act |
| Montana [3] | 35-17-302 | Similar to Standard Act |
| New Mexico [1] | 53-4-26, 30 | May not repurchase members' holdings if insufficient surplus funds |
| North Carolina [2] | 54-148(h) | Similar to Standard Act |
| North Dakota | 10.15.20(3) | Unless articles prohibit or liquidation value jeopardized |
| Ohio | 1729.10(J) | Similar to Standard Act |
| Oregon | 62.235(1) | Unless articles prohibit or when liabilities exceed assets |
| Pennsylvania [2] | 12115(b) | When holder is inactive, becomes ineligible |
| South Carolina [2] | 33-47-660 | Similar to Standard Act |
| South Dakota | 47-16-23, 24 | Unless articles prohibit or liquidation value jeopardized |
| Tennessee | 43-16-129 | Similar to Standard Act |
| Texas [1] | 1396-50.01(30), (33) | May not repur. invest. or membership certificates if solvency jeopardized |
| Texas [3] | 5750 | Similar to Standard Act |
| Virginia [2] | 13.1-322(h) | Except when debt exceed 50 percent of assets |

| | | |
|----------------|--------------|---|
| Washington [1] | 23.86.110 | May purchase from overinvested or ineligible members, regardless of surplus |
| Washington [2] | 24.32.060(5) | May purchase stock from any associate member |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(5) | Unless articles prohibit or liquidation value jeopardized |

Table 15.15.03—Association finance—stock redemption—preferred stock repurchase

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-14 | Redeemable under terms and conditions in articles and printed on stock certificates |
| Alabama [2] | 2-10-62 | Similar to Standard Act |
| Alaska | 10.15.100 | Unless articles provide otherwise, may purch. shares or other evidences of equity |
| Arkansas [2] | 77-914 | Similar to Standard Act |
| Arkansas [3] | 77-1014 | Similar to Standard Act |
| California [2] | 12452, 12803 | Right to repurchase from inactive, deceased, member wishing to transfer |
| Colorado [2] | 7-56-116(6) | Similar to Standard Act |
| District of Columbia | 29-826, 827, 830 | Right to repurchase from inactive member, required if expelled or transferee rej. |
| Florida [1] | 618.15 | Similar to Standard Act |
| Georgia | 65-206 | Similar to Standard Act |
| Hawaii | 421-11(e) | Similar to Standard Act |
| Idaho | 22-2614 | Similar to Standard Act |
| Illinois [2] | 454.6 | Similar to Standard Act |
| Indiana | 15-7-1-13(i) | May be redeemed except if prohibited in articles, bylaws, insolvency, etc. |

Table 15.15.03—Association finance—stock redemption—preferred stock repurchase (continued)

| Statute | Section or article | Description |
|--------------------|----------------------|--|
| Iowa [3] | 499.15 | Redemption restrictions or limitations must be stated on certificates |
| Kansas [2] | 17-1613 | Similar to Standard Act |
| Kentucky [2] | 272.201(7) | Similar to Standard Act; no repurchase if debts more than 50 pct. of assets |
| Louisiana [2] | 133 | Similar to Standard Act |
| Maine | 1912(5) | Similar to Standard Act |
| Maryland | 5-508(a)(4)(ii), (b) | Board has right to redeem stock for greater of par or book value |
| Minnesota [2] | 308.65 | Similar to Standard Act |
| Mississippi [1] | 79-17-23 | Under special conditions, must repurch. shares at par or appraised value |
| Mississippi [2] | 79-19-25 | Similar to Standard Act; similar to common stock repurchase |
| New Hampshire | 301:29 | Similar to Standard Act |
| New Mexico [1] | 53-4-26, 27, 30 | Right to repurchase from inactive members, required if expelled or transferee rej. |
| New Mexico [2] | 76-12-12(F) | Similar to Standard Act |
| North Carolina [1] | 54-120 | Association has repurchase right for any stock for sale |
| North Carolina [2] | 54-148(f) | Similar to Standard Act |
| North Dakota | 10.15.20(3) | May redeem unless articles prohibit or liquidation value jeopardized |
| Ohio | 1729.10(H) | Similar to Standard Act |
| Oklahoma [2] | 361k(d) | Similar to Standard Act |
| Oregon | 62-235(1) | May redeem its own stock, unless articles prohibit or when liabil. exceed assets |
| Pennsylvania [2] | 12115(c)(d) | Redemption options printed on certificate |

| | | |
|--------------------|------------------------|---|
| South Carolina [2] | 33-47-620 | Similar to Standard Act |
| South Dakota | 47-16-23, 24 | May redeem its own stock unless articles prohib. or liquid. value jeopardized |
| Tennessee | 43-16-127 | Similar to Standard Act |
| Texas [1] | 1396-50.01(29)(30)(33) | Invest. certif. repurch. on withdrawal or inact. status; req. if expelled or rej. |
| Texas [3] | 5750 | Similar to Standard Act |
| Utah | 3-1-11(3) | Similar to Standard Act |
| Vermont | 1017 | Similar to Standard Act |
| Virginia [2] | 13.1-322(g) | Similar to Standard Act, applicable to nonvoting stock only |
| Washington [1] | 23.86.110 | May purchase stock for any overinvested or ineligible member |
| Washington [2] | 24.32.160 | Similar to Standard Act |
| West Virginia | 19-4-13 | Similar to Standard Act |
| Wisconsin | 185.21(5) | May red. its own stock unless art. prohibit or liquidation value jeopardized |
| Wyoming | 17-10-110(g) | Similar to Standard Act |

Table 15.15.04—Association finance—stock redemption—preemptive rights

| Statute | Section or article | Description |
|--------------|--------------------|---|
| Alaska | 10.15.065 | Shareholders have no preemptive right to purchase additional shares |
| North Dakota | 10.15.20(5) | Shareholders have no preemptive right to purchase additional shares |
| Oregon | 62.175(5) | Shareholders have no preemptive right to purchase additional shares |
| Pennsylvania | 12114(g) | Assn. may issue shares without first offering them to shareholders |
| South Dakota | 47-16-26 | Shareholders have no preemptive right to purchase additional shares |
| Wisconsin | 185.21(5) | Shareholders have no preemptive right to purchase additional shares |

Table 16.01—Merger, consolidation, subsidiaries—specific reference

| Statute | Section or article | Description |
|----------------|------------------------|--|
| Alaska | 10.15.400 10.15.440 | Two or more associations With domestic or foreign business corporations |
| Arkansas [3] | 77-1028 77-1033 | Domestic or foreign association Two or more associations |
| California [1] | 54180 | Two or more associations |
| Colorado [1] | 7-55-112 | Two or more associations |
| Connecticut | 33-206 | Two or more associations |
| Hawaii | 421-21.5 | Merger of associations formed under chapter |
| Idaho | 22-2622A | Merger of associations formed under act |
| Illinois [2] | 470 | Membership association with capital stock association |
| Indiana | 15-7-1-8 | One or more associations or corporations |
| Iowa [3] | 499.61,69 | Two or more associations, foreign or domestic |
| Kentucky [2] | 272.301 | Two or more associations, with or without capital stock |
| Maine | 1951 | Two or more associations, with or without capital stock |
| Maryland | 5-527(a) | May merge or consolidate as in general business law |
| Minnesota [1] | 308.15(4) | Two or more associations may merge or consolidate |
| Montana [1] | 35-15-501 | Two or more associations |
| Montana [3] | 35-17-501 | Two or more associations |
| Nevada [1] | 81.130 | Two or more associations |
| Nevada [3] | 81.510 | Two or more associations |

| | | |
|--------------------|---------------------|---|
| New Jersey | 4:13-10, 16(m) | Two or more associations |
| North Carolina [2] | 54-159(a) 54-164 | Domestic and foreign associations Two or more domestic associations, with or without capital stock |
| North Dakota | 10-15-41 | Two or more associations |
| Oregon | 62.610(1) 62.625 | Two or more associations With domestic or foreign business corporation |
| Pennsylvania [2] | 12112(10), 12129 | Two or more associations |
| South Dakota | 47-18-1 | Two or more associations |
| Tennessee | 43-16-147 | Two or more associations |
| Utah | 3-1-31 | Two or more associations, with or without capital stock |
| Vermont | 1061 | Two or more associations, with or without capital stock |
| Virginia [2] | 13.1-339 | Power to combine with another like association |
| Washington [1] | 23.86.220 | With one or more domestic association or ordinary business corporation |
| Wisconsin | 185.61 | Two or more associations |

Table 16.02—Merger, consolidation, subsidiaries—procedures

| Statute | Section or article | Description |
|-----------------|--------------------|--|
| Alaska | 10.15.405 | Board resolution, member approval |
| Arkansas [3] | 77-1028 | Board resolution, preparation of plan, submission to members |
| California [1] | 54180 | As in general corporation laws |
| Connecticut [2] | 33-206 | As in general corporation laws as far as practicable |
| Hawaii | 421-21.5 | As in general corporation laws except membership vote |

Table 16.02—Merger, consolidation, subsidiaries—procedures (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Idaho | 22-2622A | Board resolution, member approval |
| Illinois [2] | 470 | Conform to general corporation law as nearly as possible |
| Indiana | 15-7-1-8 | Adoption of merger agreement by members |
| Iowa [3] | 499.62 | Board resolution by majority, member approval |
| Kentucky [2] | 272.311 | Board resolution, member approval |
| Maine | 1951 | Director vote of both associations, member approval |
| Maryland | 5-527(a) | As for stock corporations generally |
| Minnesota [1] | 308.75(4) | Preparation of plan by board or committee, submission to members |
| Montana [1] | 35-15-502 | Preparation of plan by board or committee, submission to members |
| Montana [3] | 35-17-502 | Preparation of plan by board or committee, submission to members |
| Nevada [1] | 81.130(1) | Assent of members, written agreement |
| Nevada [3] | 81.510(1) | Assent of members, written agreement |
| New Jersey | 4:13-10 | Joint board agreement, submitted to membership |
| North Carolina [2] | 54-149,160,161 | Board resolution, member approval |
| North Dakota | 10-15-41 | Written plan prepared by board or committee, member approval |
| Oregon | 62.610(2) | Board resolution, member approval |
| Pennsylvania [2] | 12129 | Business corporation law followed |
| South Dakota | 47-18- 1 | Preparation of plan by board or committee, submission to members |
| Utah | 3-1-31 | Resolution by board, submission to members |
| Vermont | 1061 | Written plan prepared by board or committee, member approval |
| Virginia [2] | 13.1-339 | In accordance with law regarding other corporations |
| Washington [1] | 23.86.220 | Two-thirds of trustees to adopt plan, member approval |
| Wisconsin | 185.61 | Preparation of plan by board or committee, submission to members |

Table 16.03—Merger, consolidation, subsidiaries—contents of plan

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Alaska | 10.15.405 | Names, terms and conditions, effects on members, other |
| Arkansas [3] | 77-1028 | Names, terms and conditions, other |
| Iowa [3] | 499.62, 499.63 | Names, terms and condition, effects on members, other |
| Kentucky [2] | 272.301,272.305 | Names, terms and conditions, other |
| Minnesota [1] | 308.15(4) | Terms and proposed effects on members |
| Montana [1] | 35-15-502 | Terms and proposed effects on members |
| Montana [3] | 35-17-502 | Terms and proposed effects on members |
| Nevada [1] | 81.130(1)(b) | All matters necessary to articles of association |
| Nevada [3] | 81.510(1)(b) | All matters necessary to articles of association |
| New Jersey | 4:13-10 | All terms of merger and facts required in original articles |
| North Carolina [2] | 54-159(b), 160(b) | Names, terms and conditions, effects on members, other |
| North Dakota | 10-15-41 | Terms and proposed effects on members |
| Oregon | 62.610(2) | Names, terms and conditions, effects on members, other |
| South Dakota | 47-18-1, 2 | Names, terms and conditions, effects on members, other |
| Utah | 3-1-31 | Names, terms and conditions, effects on members, other |

Table 16.03—Merger, consolidation, subsidiaries—contents of plan (continued)

| Statute | Section or article | Description |
|----------------|--------------------|---|
| Vermont | 1061(3) | Names, terms and conditions, effects on members, other (see text) |
| Washington [1] | 23.86.220 | Names, terms and conditions, effects on members, other (see text) |
| Wisconsin | 186.62(1) | Terms and proposed effect on members |

Table 16.04—Merger, consolidation, subsidiaries—approval

| Statute | Section or article | Description |
|---------------|--------------------|---|
| Alaska | 10.15.410 | Majority of member votes cast at meeting, majority of shareholders |
| Arkansas [3] | 77-1030 | Two-thirds of members voting at meeting or by proxy, majority must vote, notice |
| Colorado [1] | 7-55-112 | Two-thirds of directors and two-thirds members voting at meeting or by mail |
| Hawaii | 421-21.5 | Two-thirds voting power of each association |
| Idaho | 22-2226A | Two-thirds members or stockholders voting at meeting or by mail, notice |
| Indiana | 15-7-1-8 | Majority of members entitled to vote whether voting equal or unequal |
| Iowa [3] | 499.64 | Two-thirds members or stockholders voting at meeting or by mail, majority must vote |
| Kentucky [2] | 272.311 | Two-thirds of voting members present at meeting, or by proxy |
| Maine | 1951 | Two-thirds of voting members present at meeting |
| Minnesota [1] | 308.15(4) | Two-thirds vote cast at meeting or by mail, notice specified |
| Montana [1] | 35-15-503 | Two-thirds vote cast at meeting, notice specified |
| Montana [3] | 35-17-503 | Two-thirds vote cast at meeting, notice specified |
| Nevada [1] | 81.130(1) | Two-thirds written assent of members or votes representing two-thirds of members |

| | | |
|--------------------|---------------|--|
| Nevada [3] | 81.510(1) | Two-thirds written assent of members or votes representing two-thirds of members |
| New Jersey | 4:13-10 | Majority vote of each association's members; meeting |
| North Carolina [2] | 54-161(a) | Two-thirds vote of members present at meeting where quorum present, notice |
| North Dakota | 10-15-42 | Majority of members as for adoption of articles |
| Oregon | 62.610(3) | Majority of member votes cast at meeting, majority of shareholders |
| Pennsylvania [2] | 12129(a) | Majority of members voting at meeting, notice |
| South Dakota | 47-18-1 | Majority of members as for adoption of articles |
| Utah | 3-1-32,33, 34 | Majority of member votes cast at meeting, majority of shareholders |
| Vermont | 1061(3) | Two-thirds vote of members voting at meeting |
| Virginia [2] | 13.1-339 | Two-thirds vote of those voting at regular or special meeting |
| Washington [1] | 23.86.220 | Two-thirds member vote at meeting, by proxy or by mail |
| Washington [2] | 24.32.310 | Vote as for adoption of articles |
| Wisconsin | 185.61 | Adoption as for amendment of articles |

Table 16.05—Merger, consolidation, subsidiaries—abandonment of plan

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| Alaska | 10.15.415 | Utah | 3-1-35 |
| Iowa [3] | 499.70 | Washington [1] | 23.86.220 |
| Kentucky [2] | 272.311 | | |
| North Carolina [2] | 54-161(b) | | |
| Oregon | 62.610(4) | | |

Table 16.06—Merger, consolidation, subsidiaries—articles of merger

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Alaska | 10.15.420, 425 | Merger plan, adoption, record of votes, executed and verified |
| Arkansas [3] | 77-1031 | Merger plan, adoption, record of votes, executed and verified |
| Iowa [3] | 499.67 | Merger plan, adoption, record of votes, executed and verified |
| Kentucky [2] | 272.311 | Plan of merger, record of meeting, certification of votes |
| Maine | 1951 | Merger agreement |
| Minnesota [1] | 308.15(4) | Articles executed, approved by attorney general |
| Montana [1] | 35-15-504 | Documents executed |
| Montana [3] | 35-17-504 | Documents executed |
| Nevada [1] | 81.130(2) | Agreement executed |
| Nevada [3] | 81.510(2) | Agreement executed |
| New Jersey | 5(b), (c) | Merger plan |
| North Carolina [2] | 54-162(a) | Plan of merger, record of meeting, certification of votes |
| North Dakota | 10-15-42 | Plan of merger and other requirements of articles amendment |
| Oregon | 62.615(1) | Merger plan, adoption, record of votes, executed and verified |
| South Dakota | 47-18-2 | Plan of merger and other requirements of articles amendment |
| Utah | 3-1-36 | Merger plan, adoption, record of votes, execution and verification |
| Vermont | 1061(3) | Executed with affidavit of compliance with statutes |
| Washington [1] | 23.86.220 | Merger plan, adoption, record of votes, execution and verification |
| Wisconsin | 185.62 | Plan of merger and other requirements of articles amendment |

Table 16.07—Merger, consolidation, subsidiaries—filing

| Statute | Section or article | Statute | Section or article |
|---------------|--------------------|--------------------|--------------------|
| Alaska | 10.15.430 | Nevada [3] | 81.510(2) |
| Arkansas [3] | 77-1031 | New Jersey | 4:13-10 |
| Colorado [1] | 7-55-112 | North Carolina [2] | 54-162(a) |
| Iowa [3] | 499.67 | North Dakota | 10-15-42 |
| Kentucky [2] | 272.311(2) | Oregon | 62.615(2) |
| Maine | 1951 | South Dakota | 47-18-2 |
| Minnesota [1] | 308.15(4) | Utah | 3-1-36 |
| Montana [1] | 35-15-504 | Vermont | 1062 |
| Montana [3] | 35-17-504 | Washington [1] | 23.86.220 |
| Nevada [1] | 81.130(2) | Wisconsin | 185.62(1) |

Table 16.08—Merger, consolidation, subsidiaries—result of merger or consolidation

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Alaska | 10.15.435 | Former associations cease, new property rights and liabilities |
| Arkansas [3] | 77-1032 | Former associations cease, new property rights, liabilities, creditor rights |
| Colorado [1] | 7-55-112 | Former associations cease, new rights, duties, liabilities |
| Connecticut [2] | 33-206 | New rights, duties and liabilities, same as for other corporations |
| Iowa [3] | 499.68 | Detailed description of effect |
| Kentucky [2] | 272.311(5) | All assns. except surviving assn. cease, new property rights and liabilities |
| Maine | 1951 | Components cease to exist, new rights, duties, liabilities |
| Minnesota [1] | 308.15(4) | Former organization cease, new rights and responsibilities, creditor rights |
| Montana [1] | 35-15-505 | Former organizations cease, new rights and responsibilities, creditor rights |
| Montana [3] | 35-17-505 | Former organizations cease, new rights and responsibilities, creditor rights |
| Nevada [1] | 81.130 | Former organizations cease, rights and duties, property passes |
| Nevada [3] | 81.510 | Former organizations cease, rights and duties, property passes |
| North Carolina [2] | 54-163 | Former organizations cease, new property rights and liabilities |
| North Dakota | 10-15-42 | Survival specified in merger plan, creditors rights |
| Oregon | 62.620 | Former organizations cease, new property rights and liabilities |
| Pennsylvania [2] | 121.29(a) | Governed by business corporation law |
| South Dakota | 47-18-3 | Former organizations cease, new property rights and liabilities |
| Utah | 3-1-37 | Former organizations cease, new property rights and liabilities |
| Vermont | 1064, 1065 | Powers and title to property pass, creditors rights unimpaired |
| Washington [1] | 23.86.230 | Former organizations cease, new property rights and liabilities |
| Wisconsin | 185.62 | Survival specified in merger plan, creditor rights preserved |

Table 16.09—Merger, consolidation, subsidiaries—rights of dissenting member

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Arkansas [3] | 77-1038 | Not entitled to interest in association |
| Idaho | 22-2622A | Not entitled to interest in association |
| Iowa [3] | 499.65, 66, 69 | Objection, valuation, purchase of dissenting member's share |
| Kentucky [2] | 272.321 | Demand, valuation, court appraisal, payment to dissenting member |
| Maryland | 5-527(b) | Some rights as in business law |
| North Carolina [2] | 54-166 | Demand, valuation, court appraisal, payment to dissenting member |
| Pennsylvania [2] | 12129(a) | Same rights and remedies as under business corporation law |
| Utah | 3-1-39, 40 | Demand, valuation, court appraisal, payment to dissenting member |
| Vermont | 1061(2) | Demand, valuation, arbitration |
| Virginia [2] | 13.1-339 | Fair cash value due is that due if association dissolved |
| Washington [1] | 23.86.220(10) | Rights and payment of dissenting members same as business statute |

Table 16.10—Merger, consolidation, subsidiaries—subsidiary formation

| Statute | Section or article | Statute | Section or article |
|-----------------|--------------------|-----------------|--------------------|
| STANDARD | 883f-23 | Kansas [1] | 17-1617(a) |
| Alabama [2] | 2-10-69 | Kentucky [2] | 272.231 |
| Arizona | 10-718 | Louisiana [2] | 141 |
| Arkansas [2] | 77-921 | Minnesota [2] | 308.74 |
| California [1] | 54180 | Mississippi [2] | 79-19-41 |
| Colorado [2] | 7-56-125 | New Hampshire | 301:36 |
| Connecticut [2] | 33-214 | Ohio | 1729.22 |
| Florida [1] | 618.20 | Oklahoma [1] | 336(o) |
| Florida [2] | 619.07(4) | Texas [3] | 5758 |
| Georgia | 65-217 | Vermont | 1023 |
| Idaho | 22-2621 | West Virginia | 19-4-22 |
| Illinois [2] | 462 | | |
| Indiana | 15-7-1-21 | | |

Table 17.01.01—Dissolution—disposition of all assets—authorization

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Alaska | 10.15.305 | Sale, lease, exchange, board resolution, member approval |
| Arkansas [3] | 77-1037 | Sale, lease, exchange, board resolution, member approval |
| Delaware | 8514 | Conditions for special approval given |
| Florida [1] | 618.07(8) | Member consent required |
| Indiana | 15-7-1-8 | As in general corporation statute |
| Kansas [1] | 17-1518 | Three-fourths of membership |
| Kansas [2] | 17-1636 | Approval of board and membership required |
| Kentucky [2] | 272.241 | Sale, lease, or exchange; approval of asset mortgage not required |
| Minnesota [1] | 308.05(6) | Authorization required |
| Montana [1] | 35-15-506 | Stockholders may authorize |
| Montana [3] | 35-17-506 | Stockholders may authorize |
| North Carolina [2] | 54-165 | Sale, lease or exchange; approval of asset mortgage not required |
| North Dakota | 10-15-32(1) | Member authorization required for disposition of fixed assets |
| Oregon | 62.435 | Sale, lease, exchange, disposition; terms and consideration |
| Pennsylvania [2] | 12129 | Authorized according to business corporation law |
| South Dakota | 47-18-9 | Member authorization required for disposition of fixed assets |
| Virginia [2] | 13.1-340 | No approval for mortgage of all assets without association goodwill |
| Washington [2] | 24.32.310 | Sale, lease, exchange; approval of articles amendment applies |
| Wisconsin | 185.38(1) | Member authorization required for disposition of fixed assets |

Table 17.01.02—Dissolution—disposition of all assets—approval

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Alaska | 10.15.305 | Majority member votes cast, majority of shareholders votes, terms |
| Arkansas [2] | 77-1037 | Two-thirds of members of meeting, at least majority represented |
| Delaware | 8514 | Written consent of majority of voting stockholders or vote at meeting, exception |
| Florida [1] | 618.07(8) | Written consent or vote, two-thirds members or holders of two-thirds common stock |
| Indiana | 15-7-1-8 | Majority vote of eligible members, whether voting equal or unequal |
| Kansas [1] | 17-1518 | Three-fourths of stockholders voting in person or by proxy |
| Kansas [2] | 17-1636 | Two-thirds stock vote, two-thirds member vote or two-thirds member voting at meeting |
| Minnesota [1] | 308.05(6) | Resolution by stockholders, two-thirds of votes cast at meeting or by mail |
| Montana [1] | 35-15-506 | Two-thirds approval of those entitled to vote and voting at meeting |
| Montana [3] | 35-17-506 | Two-thirds approval of those entitled to vote and voting at meeting |
| North Carolina [2] | 54-165(a) | Board resolution, two-thirds member vote present at meeting |
| North Dakota | 10-15-32(1) | Approval of three-fourths voting members at meeting |
| Oregon | 62.435 | Majority member votes cast, majority of shareholders votes, terms |
| South Dakota | 47-18-9 | Approval of three-fourths members voting at meeting |
| Virginia [2] | 13.1-340 | Two-thirds vote of members present or represented by proxy |
| Wisconsin | 185.38(1) | Approval of two-thirds of those voting at meeting |

Table 17.01.03—Dissolution—disposition of all assets—consideration

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------|--------------------|
| Alaska | 10.15.300 | Oregon | 62.435(2) |
| Arkansas [3] | 77-1037 | Virginia | 13.1-340 |
| North Carolina [2] | 54-165(a) | | |

Table 17.01.04—Dissolution—disposition of all assets—abandonment

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|--------------|--------------------|
| Alaska | 10.15.310 | Oregon | 62.435(3) |
| Arkansas [3] | 77-1037 | Virginia [2] | 13.1-340 |

Table 17.02.01—Dissolution—corporate dissolution—voluntary

| Statute | Section or article | Description |
|----------------------|----------------------|---|
| Alabama [1] | 2-10-35 | By act of association |
| Alaska | 10.15.010, 10.15.460 | Power granted; by act of association |
| Colorado [1] | 7-55-114 | By act of association |
| Colorado [2] | 7-55-114 | By act of association |
| Colorado [3] | 7-55-114 | By act of association |
| Connecticut [2] | 33-215 | By act of association, nonstock association corporation law applied |
| Delaware | 8513 | General corporation law applied |
| District of Columbia | 29-836 | By members of association |
| Florida [1] | 618.25 | By act of association |
| Florida [2] | 619.07(8) | By act of association |
| Hawaii | 421-9(b)(13), 421-21 | Power granted; corporation rules apply |
| Indiana | 15-7-1-8 | General corporation law applied |
| Iowa [3] | 499.47(2) | By act of association |
| Kentucky [2] | 272.235(1) | By act of association |
| Maine | 1828(2)(m), 1952 | Power granted; by act of association |
| Maryland | 5-527 | As stock corporations generally |
| Minnesota [1] | 308.14(2) | By act of association |
| Missouri [2] | 357.180 | By act of association, but only for reincorporation |
| Nevada [1] | 81.140 | By act of association |
| Nevada [2] | 81.280 | By act of association |
| Nevada [3] | 81.520 | By act of association |
| New Jersey | 4:13-16(m), 4:13-11 | Power granted; by act of association |
| New Mexico [1] | 53-4-36 | By act of association |
| New York | 17 | By act of association |
| North Dakota | 10-15-45; 10-16-50 | By act of association; remedies preserved for 2 years |

Table 17.02.01—Dissolution—corporate dissolution—voluntary (continued)

| Statute | Section or article | Description |
|------------------|---------------------------|--------------------------------------|
| Oklahoma [1] | 349 | By act of association |
| Oregon | 62.125(14), 62.655 | Power granted; by act of association |
| Pennsylvania [1] | 12023 | By act of association |
| Pennsylvania [2] | 12112(20), 12129 | Power granted; by act of association |
| South Dakota | 47-18-11 | By act of association |
| Texas [1] | 1396-50.01(38)(a) | By act of association |
| Utah | 3-1-9, 20(I) | Power granted, by act of association |
| Virginia [2] | 13.1-320(b)(14); 13.1-322 | Power granted, by act of association |
| Washington [2] | 24.32.300 | By act of association |
| Wisconsin | 185.03(11), 185.71 | Power granted, by act of association |

Table 17.02.02—Dissolution—corporate dissolution—involuntary

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [1] | 2-10-29 to 34 | Violation of purpose of organization |
| Alaska | 10.15.505, 510 | Business statute applies, jurisdiction of court |
| Connecticut [1] | 33-189 | Failure to file annual statement |
| District of Columbia | 29-836 | Procedure cited |
| Iowa [1] | 497.21 | If dividends not declared on paid-up capital for 5 consecutive years |
| Iowa [3] | 499.51 | Failure to file annual report |
| Kansas [2] | 17-1631 | For failure to carry on business |

| | | |
|---------------|-------------------|---|
| Michigan | 21.108 | For failure to pay dividends on stock for 5 consecutive years, bylaw require. |
| Montana [1] | 35-15-412 | By suit if no dividends on stock paid for 5 years |
| New Hampshire | 301:41, 42 | Failure to file annual reports with Commissioner of Agriculture |
| New York | 19 | For failure to file audit report for 3 consecutive years |
| North Dakota | 10-15-46 | Initiation by attorney general, reasons listed |
| Oregon | 62.690 | Business statute applies |
| South Dakota | 47-18-15 | Initiation by attorney general, reasons listed |
| Texas [1] | 1396-50.01(38)(b) | As in nonprofit corporations law |
| Utah | 3-1-20(II) | Petition by court trustee or attorney general |
| Wisconsin | 185.72 | List of reasons |

Table 17.02.03—Dissolution—corporate dissolution—initiation

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alabama [1] | 2-10-35 | Board resolution |
| Alaska | 10-15-460 | Board shall adopt resolution |
| Colorado [1] | 7-55-114 | Board resolution, two-thirds director approval |
| Colorado [2] | 7-55-114 | Board resolution, two-thirds director approval |
| Colorado [3] | 7-55-114 | Board resolution, two-thirds director approval |
| Connecticut [2] | 33-215 | Not less than one-twentieth of members |
| District of Columbia | 29-836 | Two-thirds vote of membership at regular or special meeting |
| Florida [1] | 618.25 | Petition of two-thirds of members or stockholders |

Table 17.02.03—Dissolution—corporate dissolution—initiation (continued)

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Florida [2] | 619.07(8) | Written request of two-thirds voting power |
| Indiana | 15-7-1-8 | Three-fourths of members at meeting |
| Iowa [3] | 499.47(2) | Two-thirds of votes cast, majority of members must be present |
| Kentucky [2] | 272.325(1) | Two-thirds votes at meeting, delegates, proxy if permitted |
| Maine | 1952(1) | Vote at meeting, two-thirds of voting power voting |
| Minnesota [1] | 308.14(2) | Resolution adopted by two-thirds votes cast at meeting |
| Nevada [2] | 81.280(1) | Written request of two-thirds of members |
| Nevada [3] | 81.520 | Written request of two-thirds of members |
| New Jersey | 4:13-11 | Majority vote of members voting at meeting, delegates |
| New Mexico [1] | 53-4-36 | Two-thirds vote of entire membership at regular or special meeting |
| New York | 17 | Vote of two-thirds of members or stockholders voting, delegates |
| North Dakota | 10-15-45(1) | Resolution adopted by members at meeting, with or without quorum |
| Oklahoma [1] | 349 | Two-thirds vote of all members |
| Oregon | 62.655(1) | Board shall adopt resolution |
| Pennsylvania [1] | 12023 | Resolution by majority vote of all members, special meeting |
| South Dakota | 47-18-11 | Resolution adopted by members at meeting, with or without quorum |
| Texas [1] | 1396-50.01(38)(a) | Vote of two-thirds of entire membership |
| Utah | 3-1-20(I)(a) | Two-thirds of members voting at meeting |
| Virginia [2] | 13.1-332(a) | Two-thirds of voting power voting |

| | | |
|----------------|-----------|--|
| Washington [2] | 24.32.300 | Two-thirds of vote of all members |
| Wisconsin | 185.71(1) | Resolution adopted by members at meeting, with or without quorum |

Table 17.02.04—Dissolution—corporate dissolution—approval

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alabama [1] | 2-10-35 | Vote of two-thirds of members |
| Alaska | 10.15.460 | Two-thirds of votes cast, articles may detail voting requirements |
| Colorado [1] | 7-55-114 | Two-thirds of member votes cast or mail vote |
| Colorado [2] | 7-55-114 | Two-thirds of member votes cast or mail vote |
| Colorado [3] | 7-55-114 | Two-thirds of member votes cast or mail vote |
| District of Columbia | 29-836 | Two-thirds vote of membership at regular or special meeting |
| Florida [1] | 618.25 | Two-thirds of members or stockholders |
| Florida [2] | 619.07(8) | Two-thirds of association's voting power |
| Hawaii | 421-21 | Two-thirds of all voting power, meeting for purpose |
| Indiana | 15-7-1-8 | Three-fourths of members voting at meeting, whether equal or not |
| Iowa [3] | 499.47(2) | Two-thirds of votes cast, majority of members must be present |
| Kentucky [2] | 272.325(1) | Two-thirds vote at meeting, delegates, proxy if permitted |
| Maine | 1952(1) | Vote at meeting, two-thirds of voting power voting |
| Minnesota [1] | 308.14(2) | Two-thirds votes cast at meeting |
| Nevada [1] | 81.140 | Written consent representing two-thirds of those entitled to vote |

Table 71.02.04—Dissolution—corporate dissolution—approval (continued)

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Nevada [2] | 81.280(1) | Consent of two-thirds of members |
| Nevada [3] | 81.520 | Consent of two-thirds of members |
| New Jersey | 4:13-11 | Majority vote of members voting at meeting, delegates |
| New Mexico [1] | 53-4-36 | Two-thirds vote of entire membership at regular or special meeting |
| New York | 17 | Vote of two-thirds of members or stockholders voting, delegates |
| North Dakota | 10-15-45(1) | Resolution by members holding three-fourths of votes, notice |
| Oklahoma [1] | 349 | Two-thirds of all members |
| Oregon | 62.655(3) | Two-thirds of votes cast, articles may detail voting requirements |
| Pennsylvania [1] | 12023 | Three-fourths of all ballots cast |
| South Dakota | 47-18-4 | Resolution by members holding three-fourths of votes, notice |
| Texas [1] | 1396-50.01(38)(a) | Two-thirds of entire membership |
| Utah | 3-1-20(I) | Two-thirds of members voting at meeting |
| Virginia [2] | 13.1-332(a) | Two-thirds of voting power voting |
| Washington [2] | 24.32.300 | Two-thirds vote of all members |
| Wisconsin | 185.71(1)(b) | Resolution by members holding three-fourths of votes cast, notice |

Table 17.02.05—Dissolution—corporate dissolution—procedures

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alabama [1] | 2-10-35 | Court procedure described |
| Alaska | 10.15.465 to 515 | Statement of intent, filing articles, court procedure |
| Colorado [1] | 7-55-114 | Documents of members, 3 trustees, terminate affairs, realize upon assets |
| Colorado [2] | 7-55-114 | Documents to members, 3 trustees, terminate affairs, realize upon assets |
| Colorado [3] | 7-55-114 | Documents to members, 3 trustees, terminate affairs, realize upon assets |
| Connecticut [2] | 33-215 | Nonstock association law |
| Delaware | 8513 | General corporation law |
| District of Columbia | 29-836 | Majority of members voting shall choose 3 trustees, time for designation |
| Florida [1] | 618.25 | Presented to judge, waiting period |
| Hawaii | 421-21 | Corporation laws apply |
| Indiana | 15-7-1-8 | General corporation law to apply, except special voting requirements |
| Iowa [3] | 499.47(3), (4) | Designation of 3 members |
| Kentucky [2] | 272.325(2), (3) | Committee of 3 appointed |
| Maine | 1952 | Committee of 3 appointed, detailed court functions |
| Minnesota [1] | 308.14(2)(6) | Committee of 3 members, detailed court jurisdiction |
| New Jersey | 4:13-11 | Appointment of 3 members as trustees, liquidate assets |
| New Mexico [1] | 53-4-36 | Majority of members voting shall choose 3 trustees, fix time for designation |
| New York | 17, 18 | Designation of 3 members as trustees, liquidate, detailed court procedures |
| North Dakota | 10-15-45 | Appointment of committee, liquidation |
| Oklahoma [1] | 349 | Committee of 3 members, liquidation |

Table 17.02.05—Dissolution—corporate dissolution—procedures (continued)

| Statute | Section or article | Description |
|------------------|--------------------|--|
| Oregon | 62.655, 680 | Collection of assets, articles of dissolution |
| Pennsylvania [1] | 12023 | Board reports, certification of dissolution |
| Pennsylvania [2] | 12129 | Application of business corporation law |
| South Dakota | 47-18-11 to 27 | Appointment of committee, liquidation |
| Texas [1] | 1396-50.01(38)(a) | Majority of members voting to appoint 3 trustees |
| Utah | 3-1-30(I), (III) | Committee of 3 appointed, detailed court functions |
| Virginia [2] | 13.1-332 | Committee of 3 appointed, detailed court functions |
| Washington [2] | 24.32.300 | General corporation law followed |
| Wisconsin | 185.71 | Appointment of committee, liquidation |

Table 17.03.01—Dissolution—distribution of assets—priority of distribution

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Alaska | 10.15.475 | Satisfy obligations, distribute remainder in cash or kind |
| Colorado [1] | 7-55-114 | Realize upon assets, pay debts, divide remaining money |
| Colorado [2] | 7-55-114 | Realize upon assets, pay debts, divide remaining money |
| Colorado [3] | 7-55-114 | Realize upon assets, pay debts, divide remaining money |
| District of Columbia | 29-836 | Payment of debts, return to members |
| Florida [1] | 618.25 | Satisfaction of claims, distribution |
| Florida [2] | 619.09(8) | Liquidation, divided among members |
| Iowa [3] | 499.48 | First, liquidation expenses, obligations other than patronage, remainder to members |

| | | |
|-----------------|-------------------|---|
| Kentucky [2] | 272.325(2) | Pay association debts, distribute assets |
| Maine | 1952(1)(A) | After payment of debts, payment to members and patrons |
| Minnesota [1] | 308.14(3) | Pay debts and liabilities, distributed to stockholders |
| Mississippi [1] | 79-17-23 | Payment of debts, payment of par value, distribution |
| Nevada [2] | 81.280(2) | Pay debts, divide residue among members |
| Nevada [3] | 81.520 | Pay debts, divide residue among members |
| New Jersey | 4:13-11 | Liquidate assets, pay debts and expenses, divide remainder |
| New Mexico [1] | 53-436 | Payment of debts, return to members |
| New York | 17 | Payment of corporate debts, capital stock, members' fixed obligations |
| North Dakota | 10-15-47, 48 | Liquidation, distribution |
| Oklahoma [1] | 349 | Surplus to members |
| Oregon | 62.510, 665, 720 | Satisfy obligations, distribute remainder in cash or kind |
| South Dakota | 47-18-23, 24, 26 | Liquidation, distribution |
| Texas [1] | 1396-50.01(38)(c) | Payment of debts, par value of capital to investors, members |
| Utah | 3-1-20(II) | After payment of debts, payment to members and patrons |
| Virginia [2] | 13.1-332 | Pay debts, divide surplus |
| Wisconsin | 185.73, 74, 75 | Liquidation, distribution |

Table 17.03.02—Dissolution—distribution of assets—apportionment

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| Alaska | 10.15.520 | Persons entitled to remainder by law, articles or bylaws, escheat |
| Colorado [1] | 7-55-114 | To members and equity holders as in bylaws, or in proportion to property inters. |
| Colorado [2] | 7-55-114 | To members and equity holders as in bylaws, or in proportion to property inters |
| Colorado [3] | 7-55-114 | To members and equity holders as in bylaws, or in proportion to property inters. |
| District of Columbia | 20-836 | Par value, amount paid toward membership, past 6 years' patronage |
| Florida [1] | 618.25 | To members in proportion to property interests |
| Florida [2] | 619.07(8) | To members in proportion to property interest therein |
| Iowa [3] | 499.48 | Pref. stock and dividends, def. patronage dividends, com. stock or membership |
| Kentucky [2] | 272.325(2) | As in articles, bylaws or members contracts, last 5 years' patronage |
| Maine | 1952(1)(A) | To members and patrons according to rights under contract, articles, bylaws |
| Minnesota [1] | 308.14(3) | Par value to stockholders by class, remainder to members, stockholder by inters. |
| Mississippi [1] | 79-17-23 | Distributed as in bylaws |
| Nevada [1] | 81.140 | Among members in proportion to respective property rights |
| Nevada [2] | 81.280 | Among members, share and share alike |
| Nevada [3] | 81.520 | Among members, share and share alike |
| New Jersey | 4:13-11 | To members and patrons in accordance with articles, bylaws |
| New Mexico [1] | 53-4-36 | Par value, amount paid toward membership, past 6 years' patronage |
| New York | 17 | On basis of past 6 years' patronage, exception for excessive cost |
| North Dakota | 10-15-45, 49 | To person entitled by law, articles or bylaws, escheat after 10 years |
| <hr/> | | |
| Oklahoma [1] | 349 | To members as entitled under articles or bylaws |
| Oregon | 62.510, 665, 720 | Persons entitled to remainder by law, articles or bylaws, escheat |
| South Dakota | 47-18-12, 26 | To persons entitled by law, articles or bylaws, escheat after 10 years |
| Texas [1] | 1396-50.01(38)(c) | Patronage to patrons, membership cap., past 6 years' patronage, except. for cost |
| Utah | 3-1-20(I) | To members and patrons according to rights under contract, articles, bylaws |
| Virginia [2] | 13.1-332 | To members and patrons according to rights under contract, articles, bylaws |
| Wisconsin | 185.71 | To persons entitled by law, articles or bylaws, escheat after 10 years |

Table 18.01—Regulation and special provisions—supervision

| Statute | Section or article | Description |
|---------------|----------------------|--|
| Alabama [1] | 2-10-20 to 26 | Subject to supervision, investigation of Commissioner of Agri., special permit |
| Minnesota [2] | 308.82, 83, 903, 904 | Provision for supervision, visitation, examination |
| Montana [1] | 35-15-101 | Assembly reserves power to make regulations governing associations |
| New Hampshire | 301:39 | Commissioner of Agriculture has supervisory powers |

Table 18.02.01—Regulation and special provisions—annual reports—requirement

| Statute | Section or article | Description |
|-----------------|---------------------|--|
| STANDARD | 883f-20 | Each association formed under act shall make annual report |
| Alabama [1] | 2-10-28 | Similar to Standard Act |
| Alabama [2] | 2-10-67 | Similar to Standard Act |
| Alaska | 10.15.320, 325, 370 | Requirement, forms, filing instructions |
| Arizona | 10-719 | Similar to Standard Act |
| Arkansas [1] | 64-1511(E) | Required, as for other corporations |
| Arkansas [2] | 77-919 | Similar to Standard Act |
| Colorado [1] | 7-55-121 | Rules of corporation code |
| Colorado [2] | 7-56-122 | Similar to Standard Act |
| Colorado [3] | 5-57-105 | Similar to Standard Act |
| Connecticut [1] | 33-188 | Required, first 30 days, then by March 10 of each year |

| | | |
|----------------------|------------|---|
| Connecticut [2] | 33-207 | Biannual report as to number of members |
| Delaware | 8538 | Report of audit within 3 months of fiscal year end |
| District of Columbia | 29-834 | Within 60 days of yearly close of operations, sworn |
| Georgia | 65-221 | Similar to Standard Act |
| Hawaii | 421-22 | Required, within 90 days of close of fiscal year |
| Idaho | 22-2619 | Similar to Standard Act |
| Illinois [1] | 320 | Similar to Standard Act, by 1st of March |
| Illinois [2] | 460 | Similar to Standard Act |
| Indiana | 15-7-1-18 | Within 60 days of end of fiscal year |
| Iowa [1] | 497.22 | By March 1st each year |
| Iowa [2] | 498.24 | By March 1st each year |
| Iowa [3] | 499.49 | Similar to Standard Act |
| Kansas [1] | 17-1513 | Similar to Standard Act |
| Kansas [2] | 17-1618 | Similar to Standard Act |
| Maryland | 5-529 | Similar to Standard Act, March 15 of each year, audit |
| Minnesota [2] | 308.71, 92 | Similar to Standard Act |
| Missouri [1] | 274.160 | Similar to Standard Act |
| Nebraska [1] | 21-1305 | Same reports as required of other corporations |
| Nebraska [2] | 21-1413 | Required, but not to apply to association under Federal supervision |
| New Hampshire | 301:40 | Similar to Standard Act |
| New Jersey | 4:13-34.1 | Required, within 4 months of end of fiscal year |
| New Mexico [1] | 53-4-34 | Within 60 days of yearly close of operations, sworn |

Table 18.02.01—Regulation and special provisions—annual reports—requirement (continued)

| Statute | Section or article | Description |
|--------------------|---------------------|---|
| New York | 75 | Within 1 month after annual meeting |
| North Carolina [1] | 54-128 | Required, on or before 1st of March, copy to Dept. of Agriculture |
| North Carolina [2] | 54-154 | Similar to Standard Act |
| North Dakota | 10-15-36 | Similar to Standard Act |
| Ohio | 1729.24 | Similar to Standard Act |
| Oklahoma [1] | 348 | Similar to Standard Act |
| Oregon | 62.455(1), (2), (3) | Similar to Standard Act, before 16th day of second calendar month |
| Pennsylvania [2] | 12127 | Copy of audit report within 6 months of fiscal year end |
| Rhode Island | 7-7-17 | Similar to Standard Act |
| South Carolina [1] | 33-45-190 | Similar to Standard Act, January 1st each year |
| South Carolina [2] | 33-47-110 | Similar to Standard Act |
| South Dakota | 47-20-5, 6, 9 | Similar to Standard Act |
| Tennessee | 43-16-136 | Similar to Standard Act |
| Texas [1] | 1396-50.01(36) | Assn., with 100 or more members, \$20,000 business, other rules |
| Texas [3] | 5755 | Similar to Standard Act |
| Virginia [2] | 13.1-133 | Similar to Standard Act, 6 months of fiscal year |
| Washington [1] | 23.86.180 | Similar to Standard Act, 1st day of March |
| Washington [2] | 24.32.250 | Copy of audit "shall be available to" State official |
| West Virginia | 19-4-19 | Similar to Standard Act |
| Wisconsin | 185.48 | Similar to Standard Act |

Table 18.02.02—Regulation and special provisions—annual reports—contents

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|----------------|--------------------|
| STANDARD | 883f-20 | Illinois [1] | 320 |
| Alabama [1] | 2-10-28 | Illinois [2] | 460 |
| Alabama [2] | 2-10-67 | Indiana | 15-7-1-18 |
| Alaska | 10.15.320 | Iowa [1] | 497.22 |
| Arizona | 10-719 | Iowa [2] | 498.24 |
| Arkansas [1] | 64-1511 | Iowa [3] | 499.49 |
| Arkansas [2] | 77-919 | Maryland | 5-529 |
| Colorado [1] | 7-55-121 | Minnesota [2] | 308.71 |
| Colorado [2] | 7-56-122 | Missouri [1] | 274.160 |
| Colorado [3] | 7-57-105 | Nebraska [1] | 21-1305 |
| Connecticut [1] | 33-188 | Nebraska [2] | 21-1413 |
| Connecticut [2] | 33-207 | New Hampshire | 301:40 |
| District of Columbia | 29-834 | New Jersey | 4:13-34.1 |
| Georgia | 65-221 | New Mexico [1] | 53-4-34 |
| Hawaii | 421-22 | New York | 75 |
| Idaho | 22-2619 | | |

Table 18.02.02—Regulation and special provisions—annual reports—contents (continued)

| Statute | Section or article | Statute | Section or article |
|--------------------|--------------------|----------------|--------------------|
| North Carolina [1] | 54-128 | South Dakota | 47-20-5 |
| North Carolina [2] | 54-154 | Tennessee | 43-16-136 |
| North Dakota | 10-15-36 | Texas [1] | 1396-50.01(36) |
| Ohio | 1729.24 | Texas [3] | 5755 |
| Oklahoma [1] | 348 | Virginia [2] | 13.1-333 |
| Oregon | 62.455 | Washington [1] | 23.86.180 |
| Pennsylvania [2] | 12127 | Washington [2] | 24.32.250 |
| Rhode Island | 7-7-17 | West Virginia | 19-4-19 |
| South Carolina [1] | 33-45-190 | Wisconsin | 185.48 |
| South Carolina [2] | 33-47-110 | | |

Table 18.02.03—Regulation and special provisions—annual reports—failure to file

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| Colorado [1] | 7-55-121 | Consequences as for other corporations |
| Connecticut [1] | 33-189 | May terminate corporation after 2 years |
| District of Columbia | 29-835 | After notice, may bring mandamus to force filing |
| Indiana | 15-7-1-18 | Penalties for failure to accurately report officer, director indebtedness |
| Iowa [1] | 497.22, 497.26 | Penalty, forfeiture of rights |
| Iowa [2] | 498.28 | Penalty, forfeiture of rights |
| Iowa [3] | 499.50 to 52 | Forfeiture of charter, reinstatement |

| | | |
|------------------|-------------------|---|
| New Hampshire | 301:41 | Forfeiture of charter |
| New Jersey | 4:13-35 to 42 | List of delinquents, detailed dissolution provision |
| New Mexico [1] | 53-4-35 | May bring mandamus, dissolution possible |
| New York | 19 | Dissolution for failure to file for 3 consecutive years |
| North Dakota | 10-15-36 | Loss of good standing |
| Pennsylvania [2] | 12127 | Forfeiture of charter after notice, failure to respond |
| South Dakota | 47-18-15(1), 16.1 | Involuntary dissolution for failure to file for 3 consecutive years |
| | 47-20-8 | Fine of \$50 |
| Texas [1] | 1396-50.01(37) | Writ of mandamus |
| Wisconsin | 185.48(5), (6) | Loss of good standing |

Table 18.03.01—Regulation and special provisions—proceedings against association—legal existence

| Statute | Section or article | Description |
|----------------|--------------------|--|
| Alabama [1] | 2-10-29 to 34 | Commissioner of agriculture findings, procedures given |
| Florida [1] | 618.23 | Quo warranto challenge, no other |
| Florida [2] | 619.09 | Quo warranto challenge, no other |
| Iowa [3] | 499.53 | Quo warranto challenge, no other |
| Nevada [2] | 81.150 | Quo warranto challenge, no other |
| Nevada [3] | 81.530 | Quo warranto challenge, no other |
| New Mexico [1] | 76-12-19 | Quo warranto challenge, no other |
| Oklahoma [2] | 361u | Quo warranto challenge, no other |
| Washington [2] | 24.32.260 | Operation in violation of law or insolvency |

Table 18.03.02—Regulation and special provisions—proceedings against association—exceeding powers

| Statute | Section or article | Description |
|----------------|---------------------|--|
| Alaska | 10.15.040 | Validity of acts, may set aside, by member, director, association, attny general |
| California [2] | 12954, 12955, 12956 | May be enjoined from conducting unauthorized business, penalties |
| North Dakota | 10-15-55 | Validity of acts, may set aside, by members, director, assn., attorney general |
| Oregon | 62.165 | Validity of acts, may set aside, by members, director, assn., attorney general |
| Wisconsin | 185.92 | Validity of acts, may set aside, by members, director, assn., attorney general |

Table 18.03.03—Regulation and special provisions—proceedings against association—derivative suits

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|--------------|--------------------|
| Alaska | 10.15.200 to 210 | South Dakota | 47-16-35 to 39 |
| North Dakota | 10-15-56 | Wisconsin | 185.93 |
| Oregon | 62.165, 62.335 | | |

Table 18.04.01—Regulation and special provisions—interstate business—power granted

| Statute | Section or article | Statute | Section or article |
|----------------------|--------------------|--------------|--------------------|
| Alaska | 10.15.010(9) | Oregon | 62.125(9) |
| District of Columbia | 29-804(8) | South Dakota | 47-15-33 |
| Hawaii | 421-9(b)(12) | Texas [3] | 5742(g) |
| Louisiana [2] | 125(7) | Utah | 3-1-9(II)(m) |
| Maine | 1828(2)(L) | Virginia [2] | 13.1-320(13) |
| New Mexico [1] | 53-4-4 | Wisconsin | 185.03(6) |
| North Dakota | 10-15-03(6) | Wyoming | 17-10-109(iv) |

Table 18.04.02—Regulation and special provisions—interstate business—foreign associations

| Statute | Section or article | Description |
|----------------------|--------------------|--|
| STANDARD | 883f-34 | Foreign association may use "cooperative"; conditions |
| Alaska | 10.15.525 | If member in State, distributes proceeds by law, entitled to rights |
| California [2] | 12953 | Similar to Standard Act |
| Colorado [1] | 7-55-118 | If organized under generally similar laws |
| Colorado [2] | 7-56-127 | If organized under generally similar laws |
| Delaware | 8562 | If purposes coincide with those of this act, may carry on business |
| District of Columbia | 29-841 | If operating on cooperative basis, complying with State law |
| Florida [1] | 618.26 | If association as defined in this chapter |
| Illinois [2] | 464 | If association as defined in this act |
| Indiana | 15-7-1-31, 32 | Resident patrons must have substantially same rights, benefits, privileges |
| Iowa [3] | 499.54 | If organized under generally similar laws |

Table 18.04.02—Regulation and special provisions—interstate business—foreign associations (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Kentucky [1] | 272.011(6) | If operations limited on purpose, return on capital, nonmember business |
| Kentucky [2] | 272.335 | If association could qualify under this act |
| Louisiana [2] | 144 | If purposes, restrictions substantially same as this act |
| Maine | 1777 | If association could qualify under this act |
| Minnesota [1] | 308.14(1) | May qualify by amendment of articles according to home state |
| Minnesota [2] | 308.76 | If organized under generally similar law |
| Mississippi [2] | 49-19-47 | If purposes, restrictions substantially same as this act |
| Missouri [1] | 274.240 | If organized under generally similar laws |
| New Hampshire | 301:44 | If organized under generally similar laws |
| New Jersey | 4:13-15 | If organized for purposes of this statute, filing requirements |
| New Mexico [1] | 53-4-41 | If operating on cooperative basis, complying with State law |
| New York | 76 | With purposes of cooperative statute, and if able to incorporate |
| North Carolina [2] | 54-139(a) | If it could qualify under this statute |
| North Dakota | 10-15-51, 52 | Application procedure detailed |
| Ohio | 1729.25 | If organized under generally similar laws |
| Oregon | 62.755 | If member in State, distribute proceeds distributed by laws, entitled to register |
| Pennsylvania [2] | 12105(d), 12133 | Statute applicable to foreign association, must obtain certificate |
| South Dakota | 47-19-1, 2, 3 | Application procedure detailed |
| Tennessee | 43-16-142 | If organized under generally similar laws |
| Texas [1] | 1396-50.01(43) | Operating on a cooperative basis |

| | | |
|---------------|----------|---|
| Texas [3] | 5763 | May obtain permit |
| Utah | 3-1-24 | If statute complied with, articles filed |
| Vermont | 1029 | If organized under generally similar laws |
| Virginia [2] | 13.1-337 | If it could qualify under this act |
| West Virginia | 19-4-24 | If organized under generally similar law |
| Wisconsin | 185.81 | If authorized to do business |

Table 18.04.03—Regulation and special provisions—interstate business—registered agent

| Statute | Section or article | Description |
|------------------|--------------------|---|
| Alaska | 10.15.025, 030 | Office and agent, service of process |
| Delaware | 8515 | Shall have registered agent |
| Nebraska [1] | 21-1302(5), (6) | Must be identified in articles of incorporation |
| Nebraska [2] | 21-1403(6), (7) | Must be identified in articles of incorporation |
| North Dakota | 10-15-12 | Office and agent, service of process |
| Oregon | 62.155 | Office and agent |
| Pennsylvania [1] | 12016 | Regular business office required |
| South Dakota | 47-15-18 to 27 | Office or agent, service of process |
| Texas [1] | 1396-50.01(7) | Shall maintain a registered office and agent |
| Utah | 3-1-5(g) | Articles shall contain name and address of registered agent |
| Virginia [2] | 13.1-316(b) | Articles shall state name of agent, listed qualifications |
| West Virginia | 185.08 | Office or agent, service of process |
| Wyoming | 17-10-108 | Office and agent as in general corporation law |

Table 18.05—Regulation and special provisions—state assistance

| Statute | Section or article | Statute | Section or article |
|--------------|--------------------|--------------------|--------------------|
| STANDARD | 883f-5 | Louisiana [2] | 124 |
| Arkansas [2] | 77-905 | Montana [3] | 35-17-201 |
| Arkansas [3] | 77-1005 | North Carolina [2] | 54-133 |
| Colorado [2] | 7-56-106 | South Carolina [2] | 33-47-60 |
| Florida [1] | 618.03 | Tennessee | 43-16-106, 107 |
| Idaho | 22-2605 | Texas [3] | 5741 |
| Illinois [2] | 444 | Washington [2] | 24.32.040 |
| Kentucky [2] | 272.121(2) | | |

Table 18.06.01—Regulation and special provisions—antitrust—statement of rules

| Statute | Section or article | Description |
|----------------------|--------------------|---|
| STANDARD | 883f-28 | Assn. not combination in restraint of trade nor monopoly, contracts legal |
| Alabama [2] | 2-10-71 | Similar to Standard Act |
| Alaska | 10.15.570 | Declaration of public policy that associations or not in restraint of trade |
| Arizona | 10-722 | Similar to Standard Act |
| Arkansas [2] | 77-925 | Similar to Standard Act |
| Arkansas [3] | 77-1022 | Similar to Standard Act |
| California [1] | 54038, 39 | Similar to Standard Act |
| Colorado [1] | 7-55-117 | Similar to Standard Act |
| Colorado [2] | 7-56-129 | Similar to Standard Act |
| Delaware | 8546 | Similar to Standard Act |
| District of Columbia | 29-842 | Similar to Standard Act |
| Florida [1] | 618.21 | Similar to Standard Act |
| Florida [2] | 619.02 | Similar to Standard Act |
| Georgia | 65-220 | Similar to Standard Act |
| Hawaii | 421-20(a) | Similar to Standard Act |
| | 421-20(c) | May advise members on production, prices, other |
| Illinois [2] | 468 | Similar to Standard Act |
| Indiana | 15-7-1-27 | Similar to Standard Act |
| Iowa [3] | 499.11 | Assn., contract, method or act not restraint of trade, monopoly, price fixing |
| Kansas [2] | 17-1633 | Similar to Standard Act, but prices may not be arbitrary, discriminatory, detrimen. |
| Kentucky [2] | 272.295 | Similar to Standard Act |
| Louisiana [1] | 83 | Similar to Standard Act |
| Louisiana [2] | 146 | Similar to Standard Act |
| Maine | 1829(1) | Similar to Standard Act |
| | 1829(2), (3) | Market information exchange, advice to members on production |
| Maryland | 5-530 | Similar to Standard Act |
| Massachusetts [3] | 16 | Not in violation of antitrust law unless prices unduly enhanced |
| Minnesota [2] | 308.80 | Similar to Standard Act |

Table 18.06.01—Regulation and special provisions—antitrust—statement of rules (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|---|
| Mississippi [2] | 79-19-51 | Similar to Standard Act |
| Missouri [1] | 274.280 | Similar to Standard Act |
| Montana [3] | 35-17-402 | Not a conspiracy, combination in restraint of trade, monopoly |
| New Hampshire | 301:49 | Similar to Standard Act |
| New Jersey | 4:13-50(a) | Similar to Standard Act |
| | 4:13-50(b), (c) | Market information exchanges, advice to members on production |
| New Mexico [1] | 53-4-42 | Assn., contract, method or act not restraint of trade, monopoly, price fixing |
| New Mexico [2] | 76-12-18(A) | Similar to Standard Act |
| | 76-12-18(B), (C) | Market information exchange, advice to members on production |
| North Carolina [2] | 54-141 | Similar to Standard Act |
| North Dakota | 10-15-59 | Similar to Standard Act |
| Ohio | 1729.20 | Similar to Standard Act |
| Oklahoma [1] | 354 | Similar to Standard Act |
| Oklahoma [2] | 361t(a) | Similar to Standard Act |
| | 361t(b), (c) | Market information exchange, advice to members on production |
| Oregon | 62.845 | Similar to Standard Act |
| Pennsylvania [2] | 12103(a) | Similar to Standard Act |
| | 12103(b), (c) | Market information exchange, advice to members on production |
| South Carolina [2] | 33-47-50 | Similar to Standard Act |
| Tennessee | 43-16-143 | Similar to Standard Act |
| Texas [3] | 5762 | Similar to Standard Act |
| Utah | 3-1-19(a) | Similar to Standard Act |
| | 3-1-19(b), (c) | Market information exchange, advice to members on production |
| Vermont | 1030 | Similar to Standard Act |
| Virginia [2] | 13.1-331(a) | Similar to Standard Act |
| | 13.1-331(b), (c) | Market information exchange, advice to members on production |
| Washington [2] | 24.32.010, 020 | Producers may market, process, handle for farmers, limits |
| West Virginia | 19-4-28 | Similar to Standard Act |
| Wyoming | 17-10-123 | Similar to Standard Act |

Table 18.06.02—Regulation and special provisions—antitrust—interassociation agreements

| Statute | Section or article | Description |
|----------------|--------------------|--|
| STANDARD | 883f-24 | Necessary and proper agreements with other organizations, joint activities |
| Alabama [2] | 2-10-70 | Similar to Standard Act |
| Alaska | 10.15.225 | May act in association to perform powers and purposes collectively |
| Arizona | 10-718(c) | Similar to Standard Act |
| Arkansas [2] | 77-922 | Similar to Standard Act |
| Arkansas [3] | 77-1016 | Similar to Standard Act |
| California [1] | 54181 | Similar to Standard Act |
| Colorado [2] | 7-56-126 | Similar to Standard Act |
| Delaware | 8508(10) | Similar to Standard Act |
| Florida [1] | 618.19 | Similar to Standard Act |
| Florida [2] | 619.07(3) | Similar to Standard Act |
| Georgia | 65-218 | Similar to Standard Act |
| Idaho | 22-2622 | Similar to Standard Act |

Table 18.06-02—Regulation and special provisions—antitrust—interassociation agreements (continued)

| Statute | Section or article | Description |
|--------------------|--------------------|--|
| Illinois [2] | 463 | Similar to Standard Act |
| Indiana | 15-7-1-22 | Similar to Standard Act |
| Iowa [3] | 499.10 | Similar to Standard Act |
| Kansas [2] | 17-1620 | Similar to Standard Act |
| Kentucky [2] | 272.251 | Similar to Standard Act |
| Louisiana [2] | 142 | Similar to Standard Act |
| Maryland | 5-524 | Similar to Standard Act |
| Minnesota [2] | 308.75 | Similar to Standard Act |
| Mississippi [2] | 79-19-43 | Similar to Standard Act |
| Missouri [1] | 274.230 | Similar to Standard Act |
| Missouri [2] | 357.130(2)(8) | May join with other associations |
| Montana [3] | 35-17-410 | Similar to Standard Act |
| Nebraska [2] | 21-1411 | Similar to Standard Act |
| Nevada [1] | 81.130(4) | Similar to Standard Act |
| New Hampshire | 301:38 | Similar to Standard Act |
| New Jersey | 4:13-26 | May have marketing or purchasing agencies in common |
| New Mexico [2] | 76-12-6 | Similar to Standard Act |
| North Carolina [2] | 54-126 | Similar to Standard Act |
| Ohio | 1729.19 | Similar to Standard Act |
| | 1729.19 | May meet in conference with purchasers to fix prices |
| Oklahoma [1] | 336(j) | Similar to Standard Act |
| | 332 | May have marketing agencies in common |
| Oklahoma [2] | 361(b) | Similar to Standard Act |
| Oregon | 62.355(3) | May act in association to perform powers and purposes collectively |
| Rhode Island | 7-7-18 | Similar to Standard Act |
| South Carolina [2] | 33-47-1140 | Similar to Standard Act |
| Tennessee | 43-16-141 | Similar to Standard Act |
| Texas [3] | 5759 | Similar to Standard Act |
| Utah | 3-1-9(II)(a) | May join in any one or more activities authorized in articles |
| Vermont | 1025 | Similar to Standard Act |
| Virginia [2] | 13.1-320(b)(1) | May join in any one or more activities authorized in articles |
| Washington [2] | 24.32.280 | Similar to Standard Act |
| West Virginia | 19-4-23 | Similar to Standard Act |

Table 18.07—Regulation and special provisions—product exemption

| Statute | Section or article | Statute | Section or article |
|----------------|--------------------|-----------------|--------------------|
| California [1] | 54035 | Minnesota [2] | 308.72 |
| Colorado [2] | 7-56-123(2) | Mississippi [2] | 79-19-37 |
| Illinois [2] | 461 | Missouri [1] | 274.300(2) |
| Indiana | 15-7-1-19 | | |
| Iowa [3] | 499.55 | Ohio | 1729.23 |
| Kentucky [2] | 272.281 | Tennessee | 43-16-138 |
| Maine | 139 | Wisconsin | 19-4-20 |

U.S. Department of Agriculture Agricultural Cooperative Service

Agricultural Cooperative Service provides research, management, and educational assistance to cooperatives to strengthen the economic position of farmers and other rural residents. It works directly with cooperative leaders and Federal and State agencies to improve organization, leadership, and operation of cooperatives and to give guidance to further development.

The agency (1) helps farmers and other rural residents obtain supplies and services at lower costs and to get better prices for products they sell; (2) advises rural residents on developing existing resources through cooperative action to enhance rural living; (3) helps cooperatives improve services and operating efficiency; (4) informs members, directors, employees, and the public on how cooperatives work and benefit their members and their communities; and (5) encourages international cooperative programs.

The agency publishes research and educational materials, and issues *Farmer Cooperatives*. All programs and activities are conducted on a nondiscriminatory basis, without regard to race, creed, color, sex, or national origin.